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"DOWNTOWN" IS DEADLY!

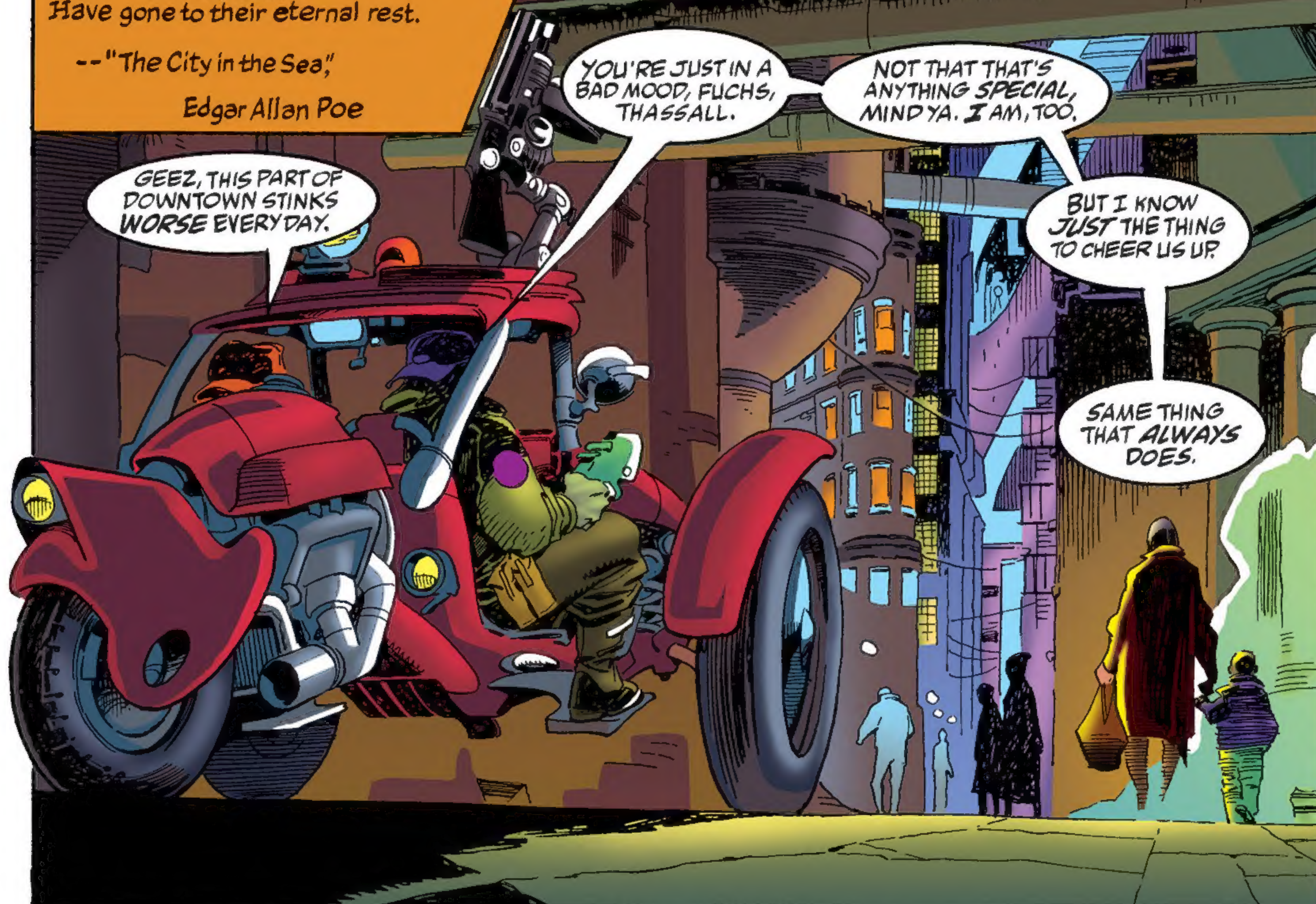
SPIDER-MAN

20
99

Lo! Death has reared himself a throne
In a strange city, lying alone
Far down among the dim West,
Where the good and the bad and the worst
and the best
Have gone to their eternal rest.

-- "The City in the Sea,"

Edgar Allan Poe





EXCUSE ME, PLEASE.
YOU'RE IN OUR WAY.

PARDON ME, MA'AM. BUT
OUR RECORDS SHOW YOUR
ACCOUNT WITH WATCHDOG,
INC., IS IN ARREARS.

CUTE KID,
MISS QUAN.

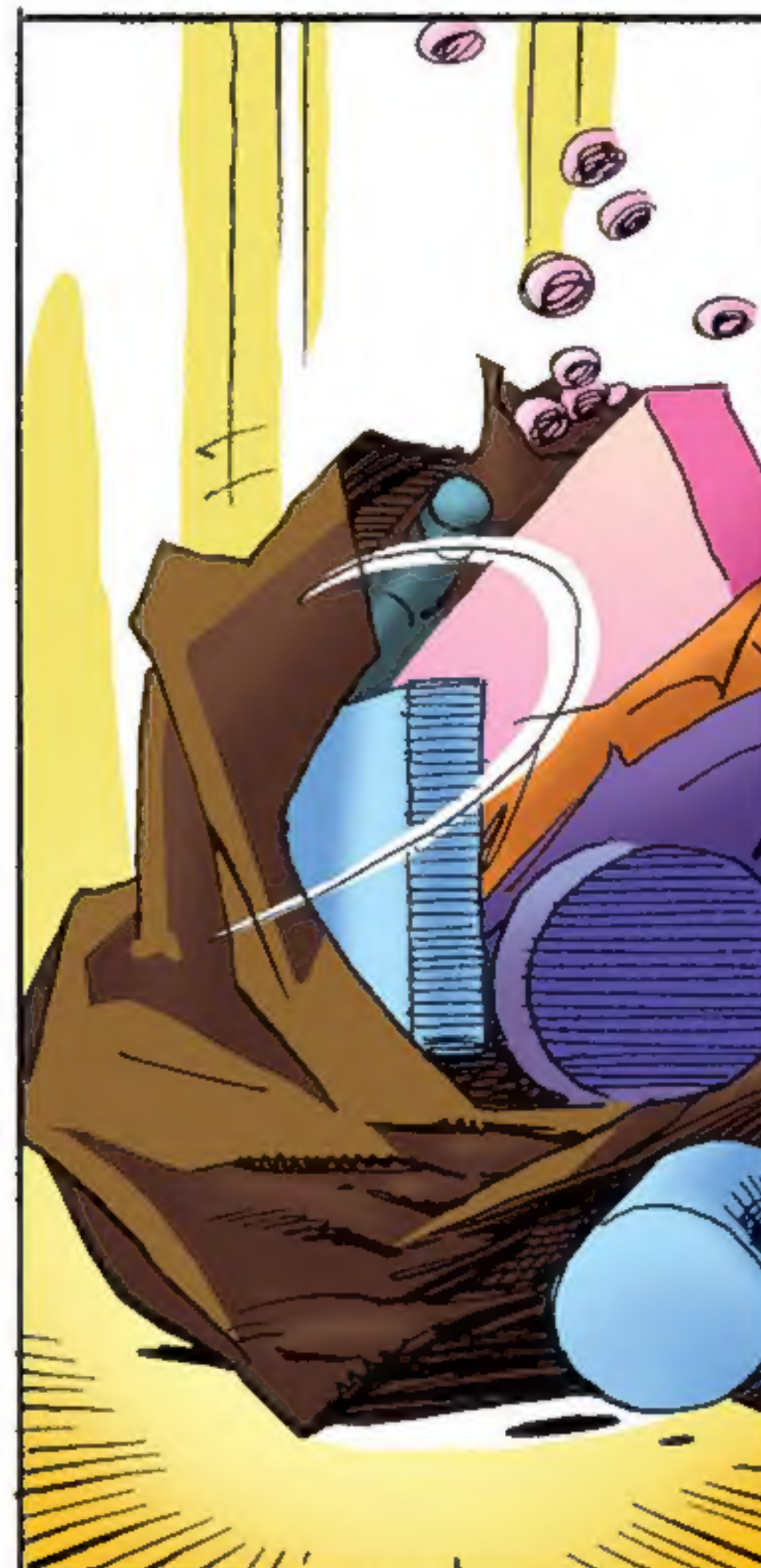


YOUR RECORDS
ARE WRONG.

WELL, I'M SURE WE CAN GET THIS
STRAIGHTENED OUT. LET'S DISCUSS
IT.

LET
GO!

HI. WHAT'S
YOUR NAME?
MINE'S FRANK.



I COULD COME
BY YOUR PLACE
LATER, IF YOU'D
PREFER.

I
SAID...
LET GO!



IT'S ALL ON YOUR RECORDS.
NAME, ADDRESS, WORK HOURS...
EVERYTHING.

C'MON, MISS QUAN.
DON'T YOU KNOW WE'RE
A PUBLIC SERVICE
ORGANIZATION?



I KNOW
YOUR NAME'S
TOMI, RIGHT?

NO, DON'T
LOOK THAT
WAY, TOMI.
LOOK AT
ME.

WHAT
GRADE YOU
IN, TOMI?



STAN LEE
PRESENTS:

DOWNTOWN

PETER
DAVID
WRITER

RICK
LEONARDI
PENCILS

AL
WILLIAMSON
INKS

NOELLE GIDDINGS
COLORS

RICK PARKER
LETTERS

JOEY CAVALIERI
EDITOR

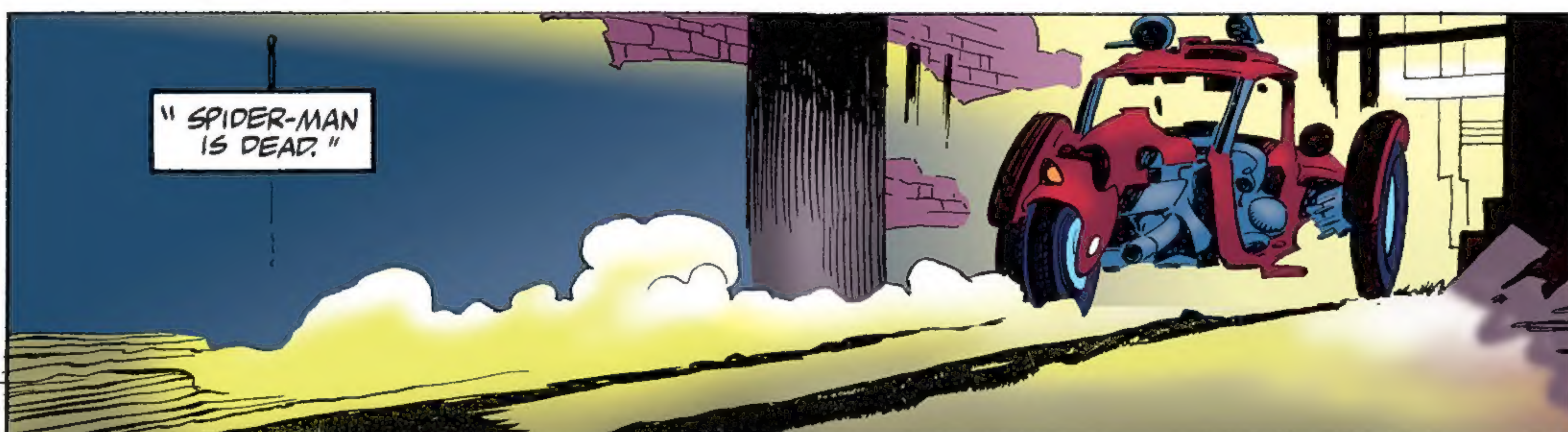
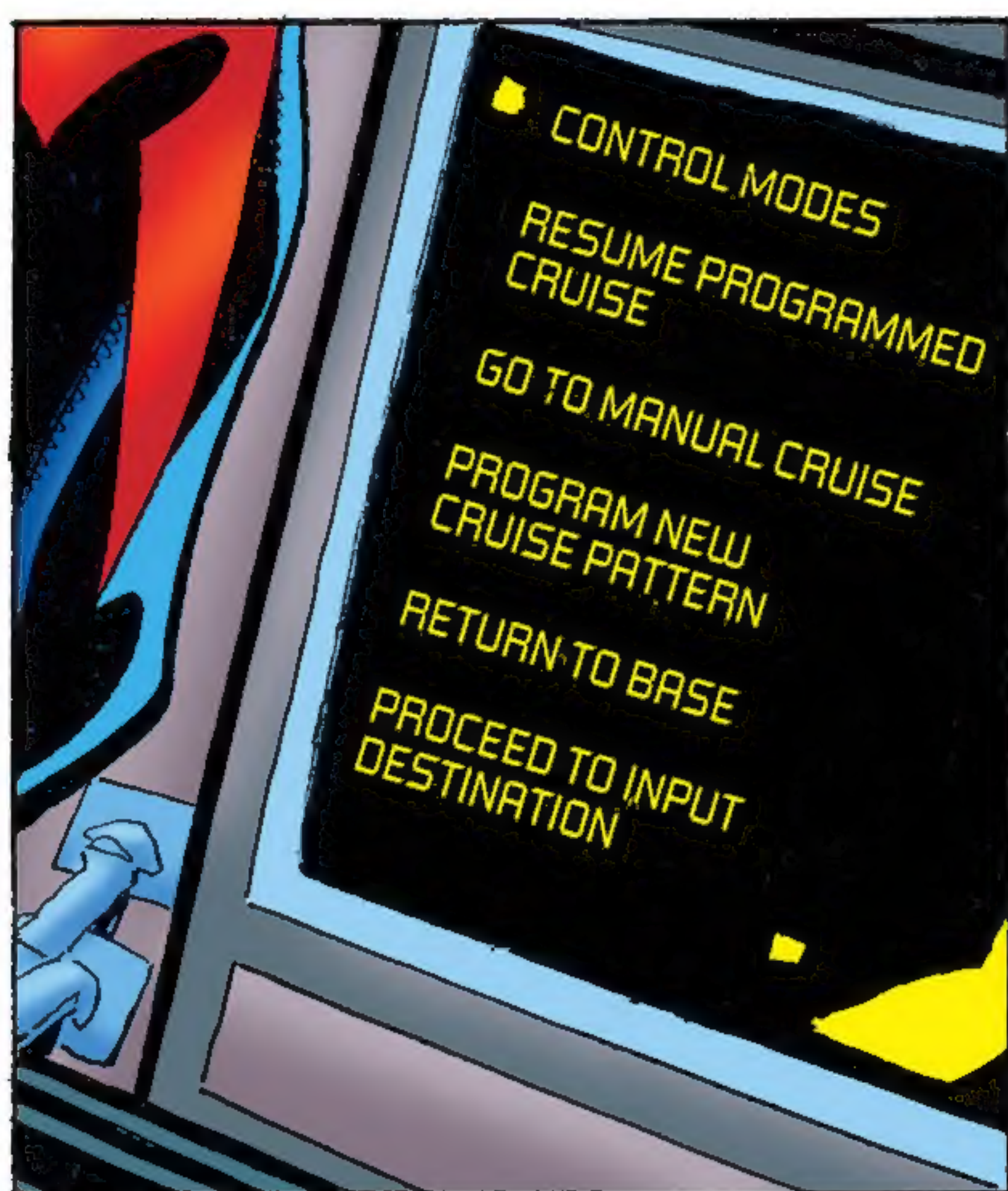
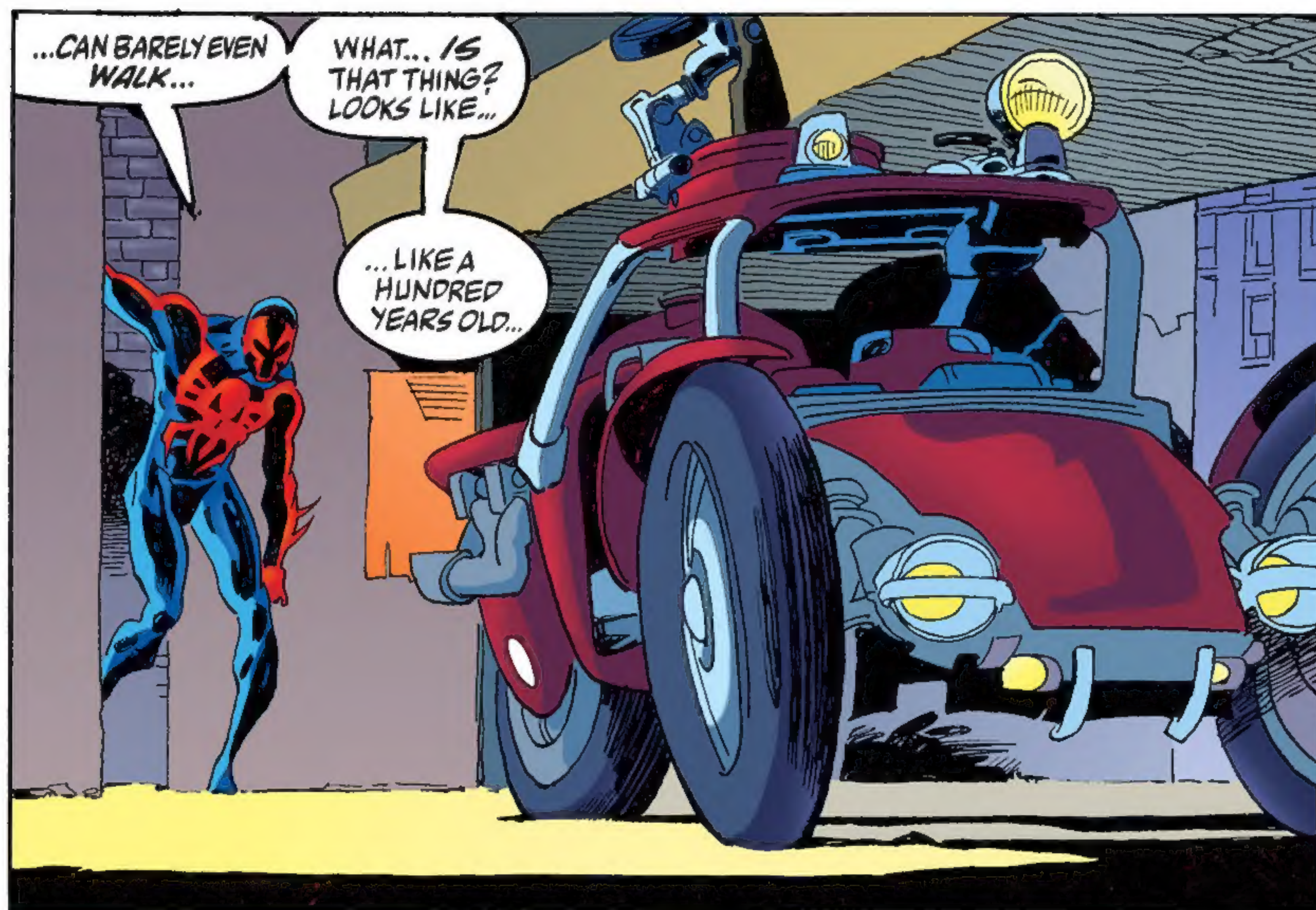
TOM DEFALCO
EDITOR IN CHIEF

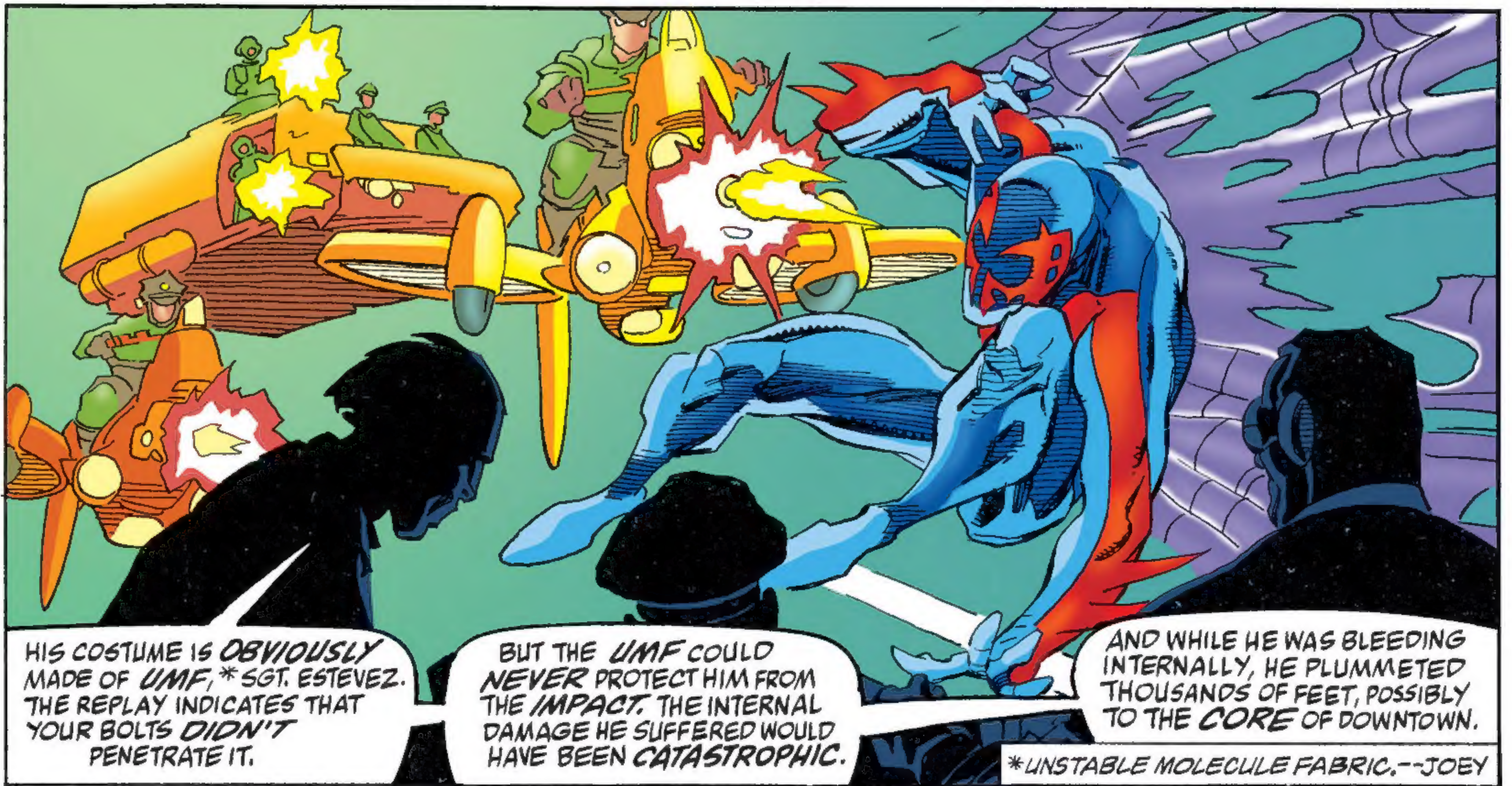
HELP...
ME...









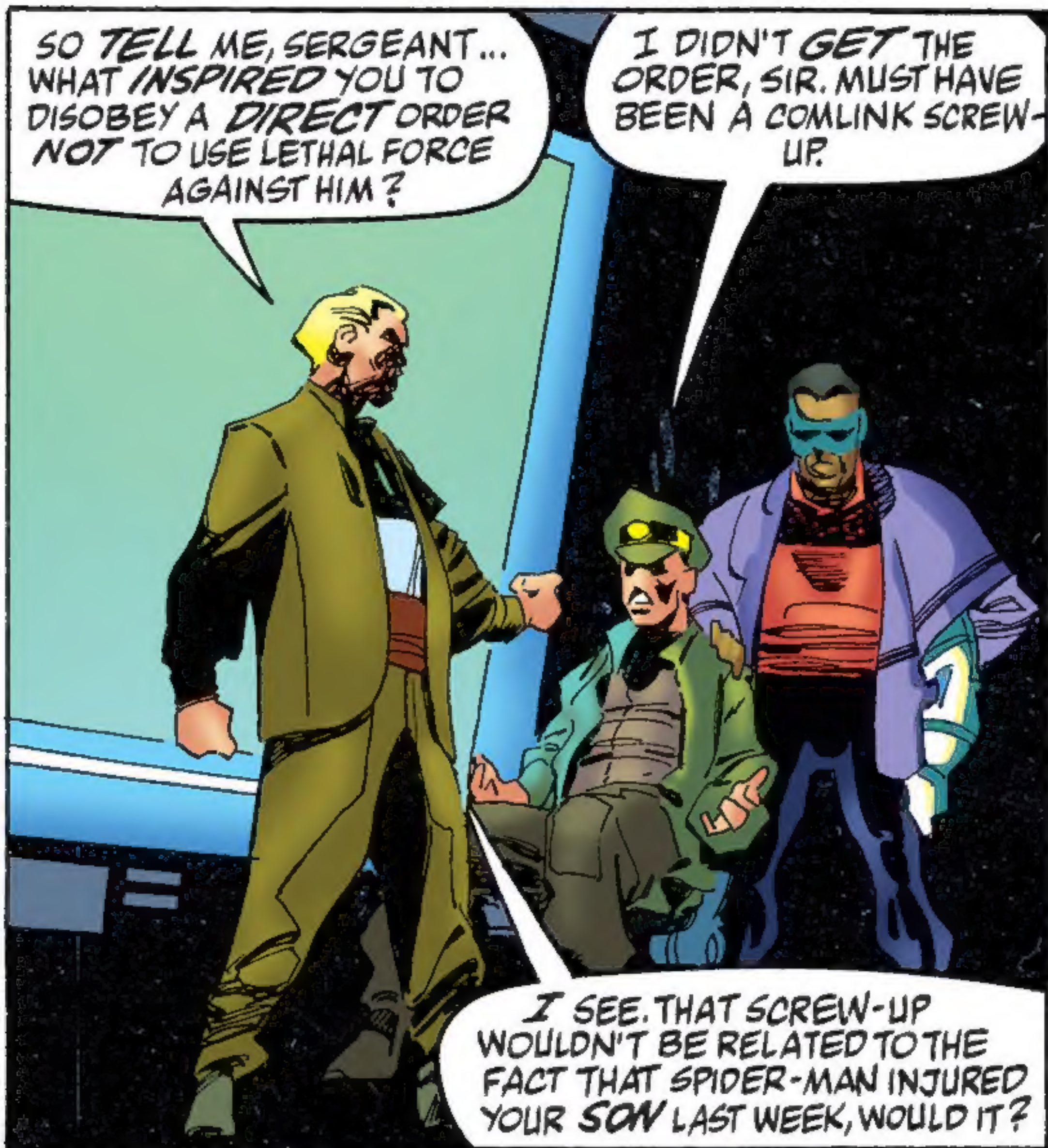


HIS COSTUME IS **OBVIOUSLY** MADE OF **UMF**, *SGT. ESTEVEZ. THE REPLAY INDICATES THAT YOUR BOLTS **DIDN'T** PENETRATE IT.

BUT THE **UMF** COULD **NEVER** PROTECT HIM FROM THE **IMPACT**. THE INTERNAL DAMAGE HE SUFFERED WOULD HAVE BEEN **CATASTROPHIC**.

AND WHILE HE WAS BLEEDING INTERNALLY, HE PLUMMETED THOUSANDS OF FEET, POSSIBLY TO THE **CORE** OF DOWNTOWN.

*UNSTABLE MOLECULE FABRIC.--JOEY



SO TELL ME, SERGEANT... WHAT **INSPIRED** YOU TO DISOBEY A **DIRECT** ORDER **NOT** TO USE LETHAL FORCE AGAINST HIM?

I DIDN'T **GET** THE ORDER, SIR. MUST HAVE BEEN A COMLINK SCREW-UP.

I SEE. THAT SCREW-UP WOULDN'T BE RELATED TO THE FACT THAT SPIDER-MAN INJURED YOUR **SON** LAST WEEK, WOULD IT?



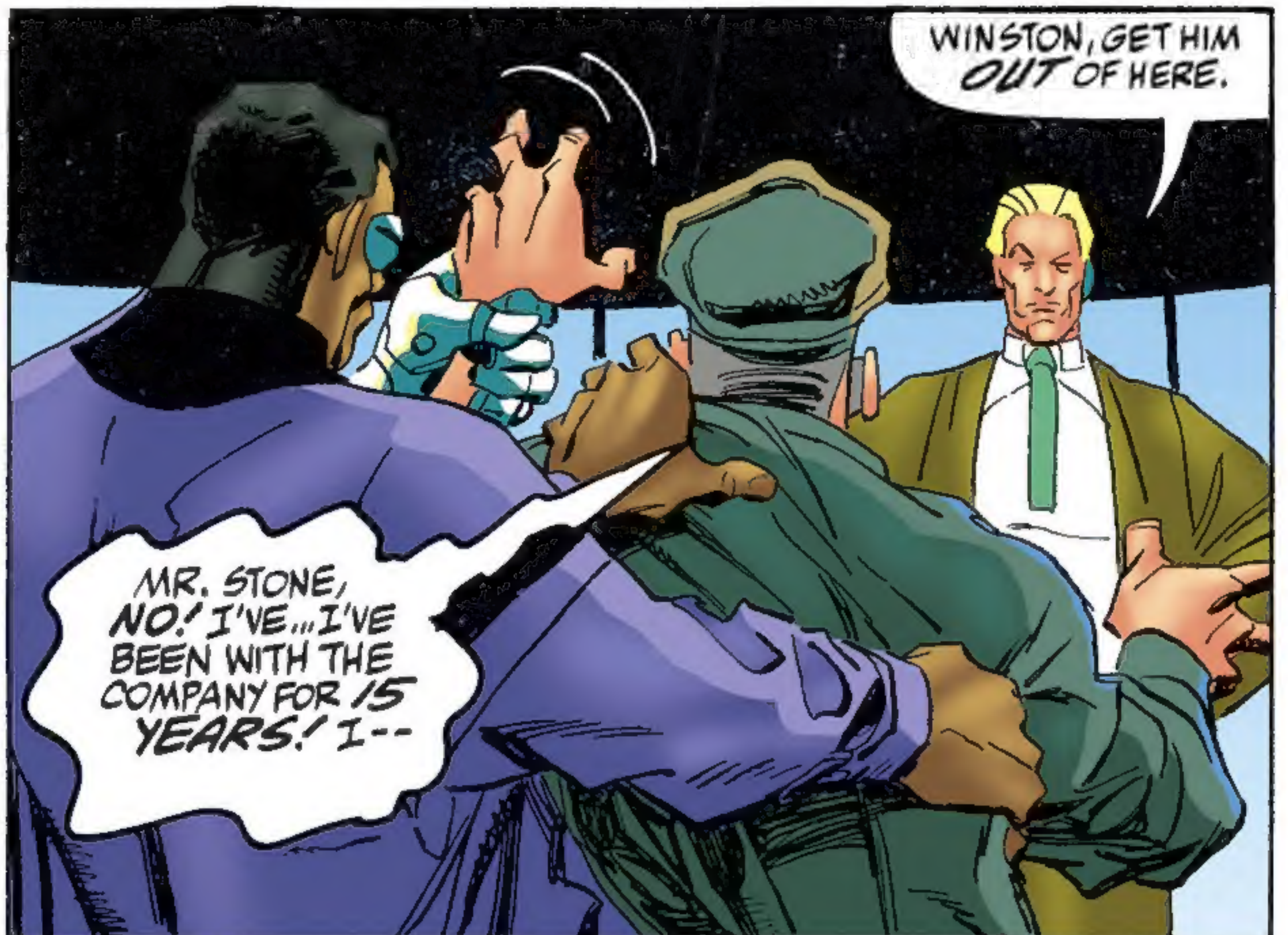
SIR, HE WAS A PUBLIC MENACE. I WAS ACTING IN THE PUBLIC'S BEST **INTERESTS**...

ALCHEMAX'S INTEREST IS THE PUBLIC'S INTEREST! AND IT IS OUR INTEREST **NOT** TO **HARM** HIM! YOU **IMBECILE**! YOU HAVE NO **CLUE** WHAT YOU'VE RUINED!



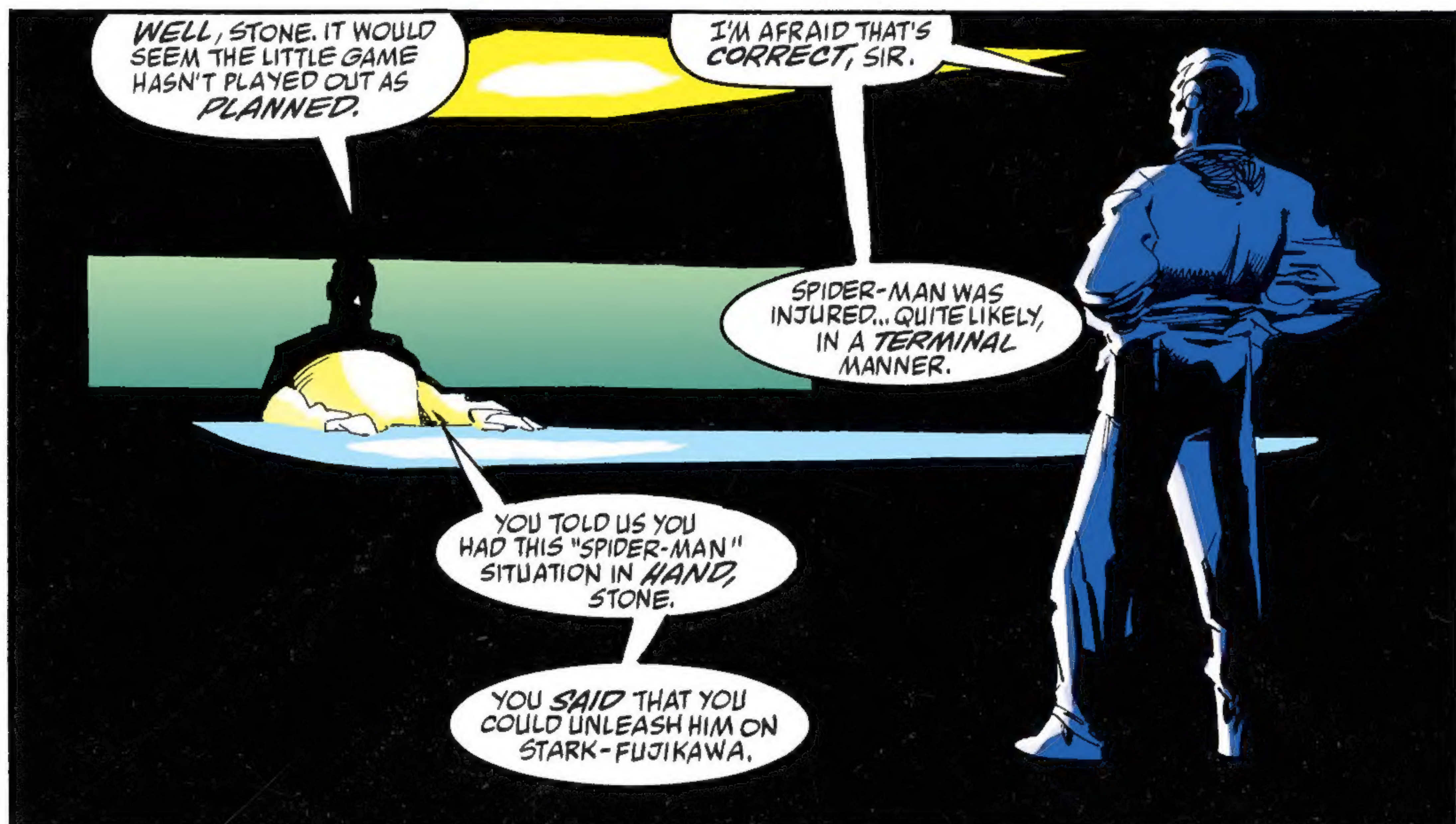
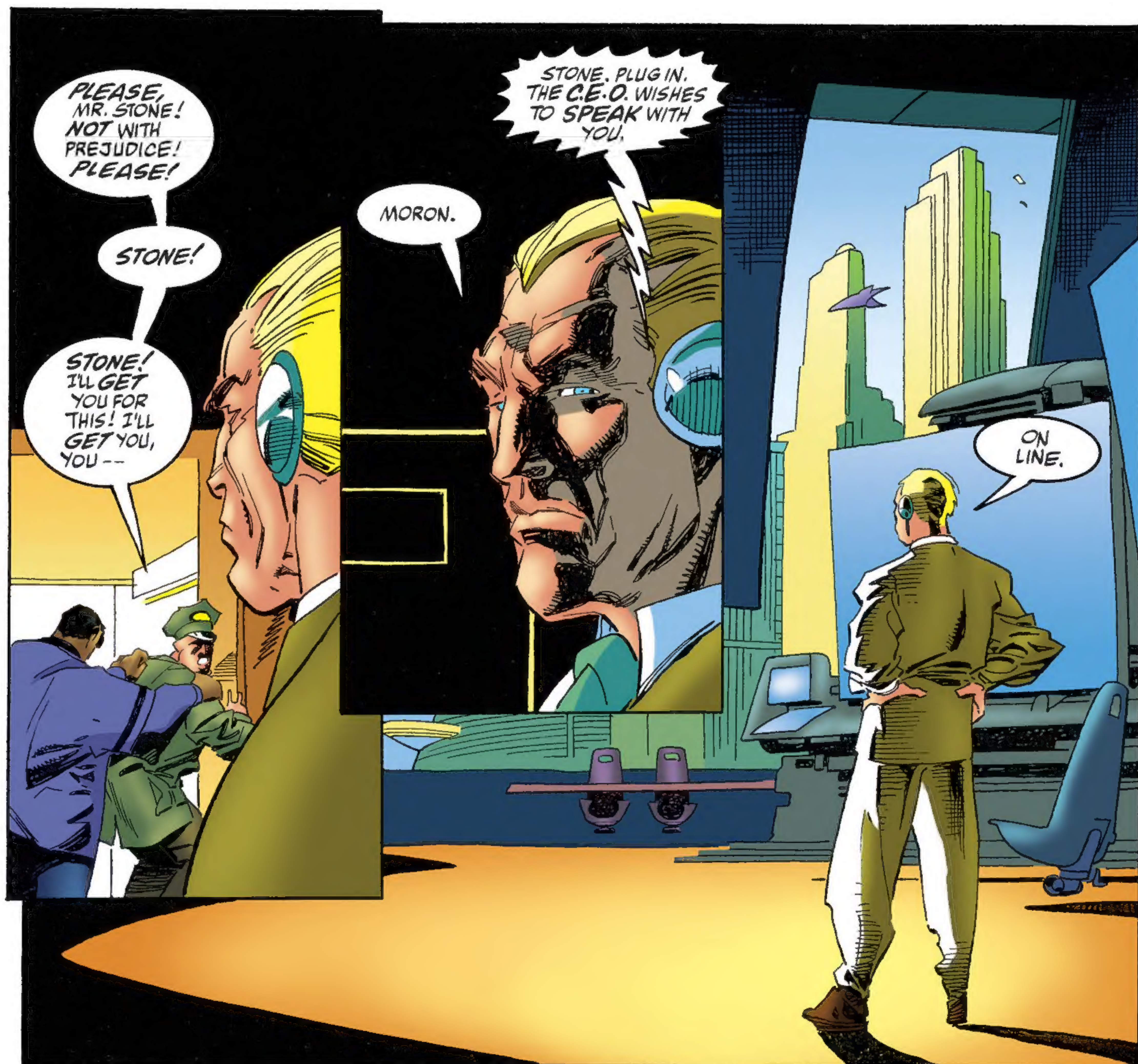
GET OUT. YOU'RE FIRED... **WITH** PREJUDICE.

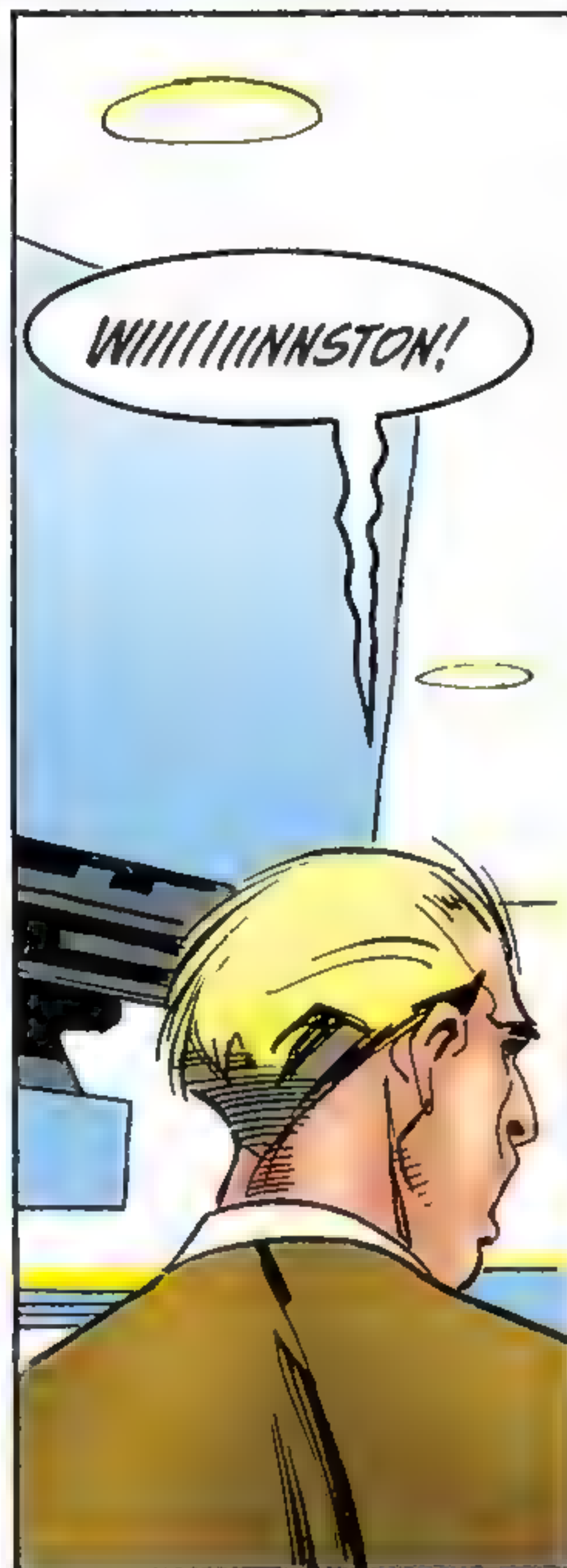
W-WHAT?




WINSTON, GET HIM **OUT** OF HERE.

MR. STONE, NO! I'VE... I'VE BEEN WITH THE COMPANY FOR 15 YEARS! I--







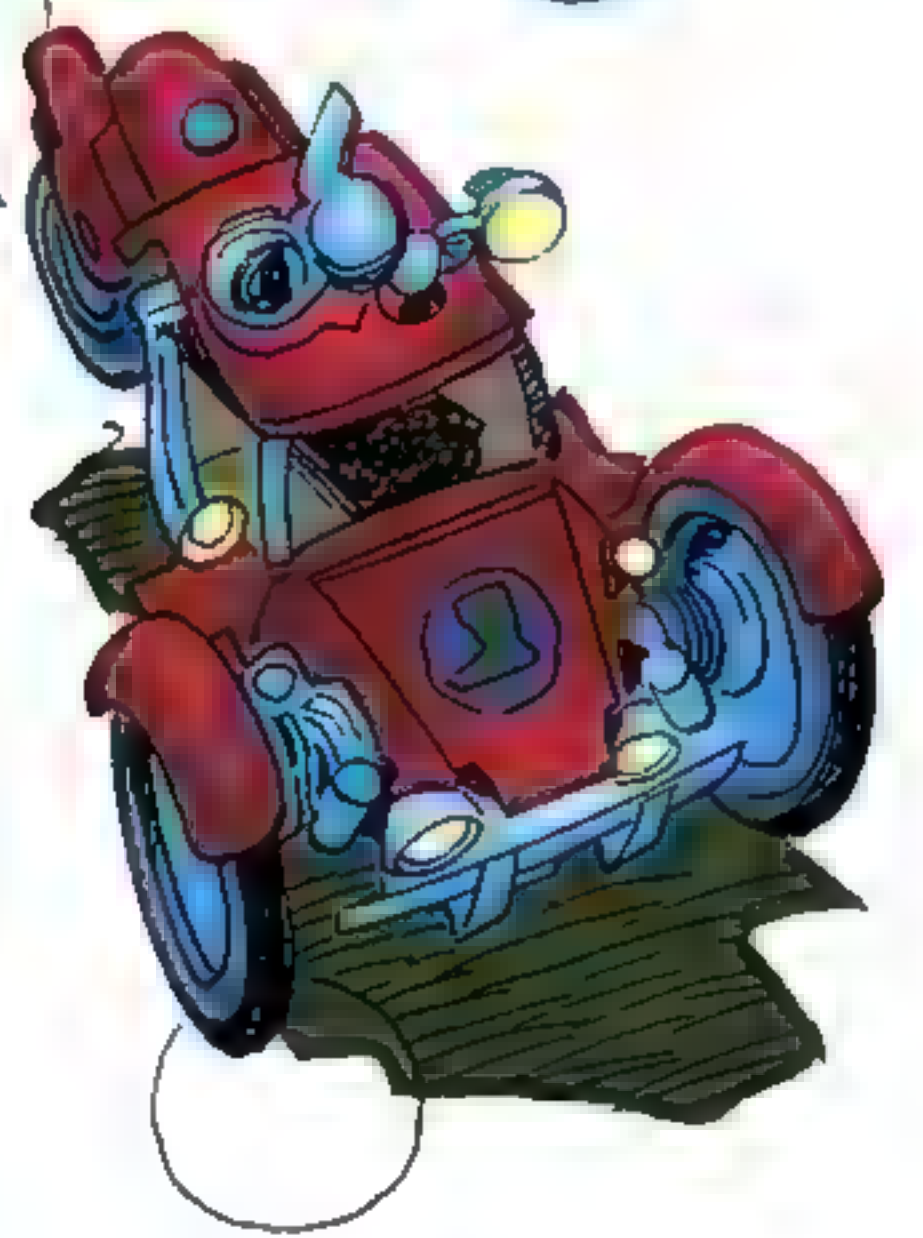
I WANT THEM TO
HEAD **DOWNTOWN**,
TRACKING SPIDER-
MAN'S TRAJECTORY.

IF HE *IS* DEAD,
I WANT A BODY
TO PROVE IT. IF
THERE'S *ANY*
CHANCE AT ALL
THAT HE'S STILL
SUCKING OXYGEN,
WE HAVE TO
TAKE IT.

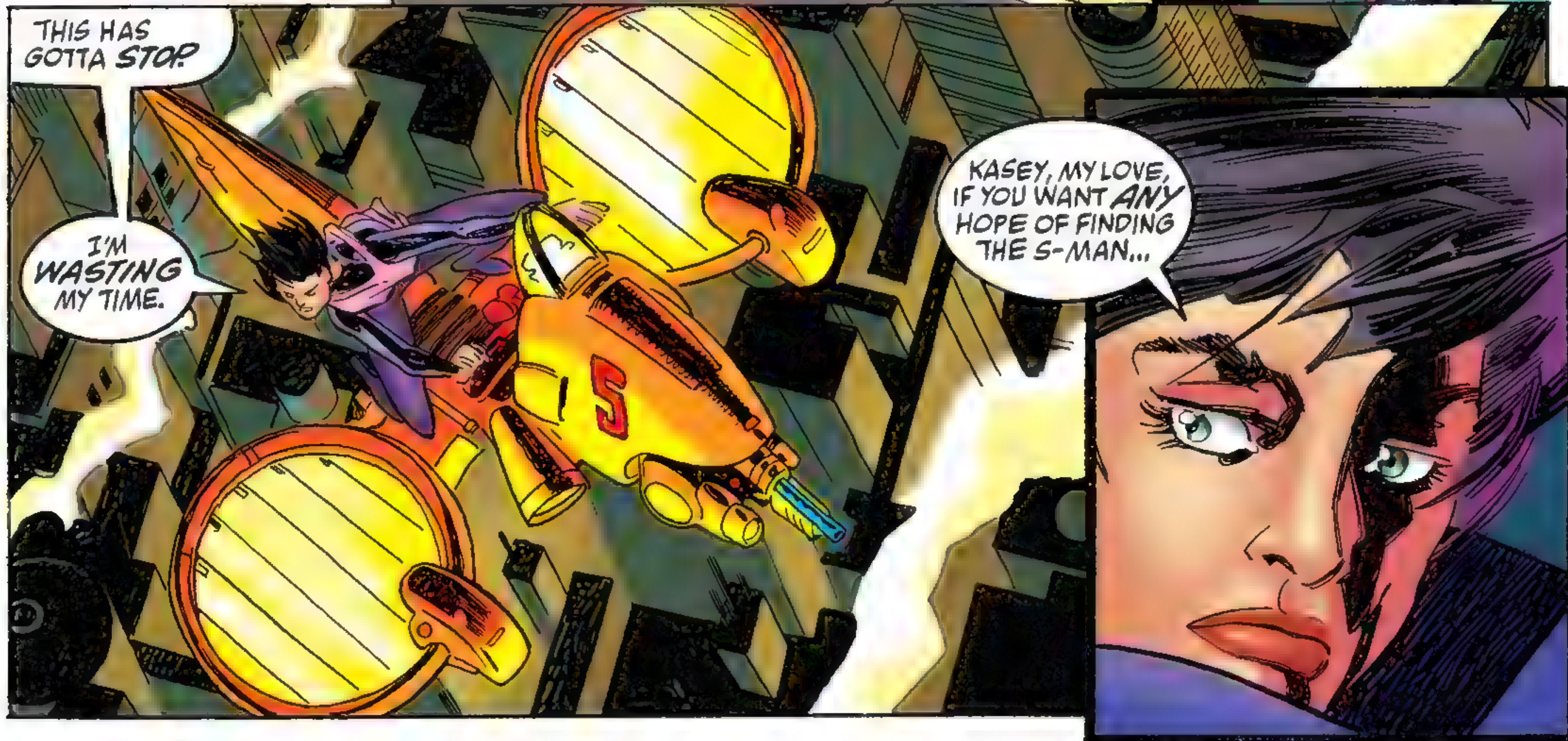
FLYBOYS WON'T BE
HAPPY, SIR. DOWNTOWN
DOESN'T HAVE ANY
CAMERAS. SEPARATE
OPERATIONS.

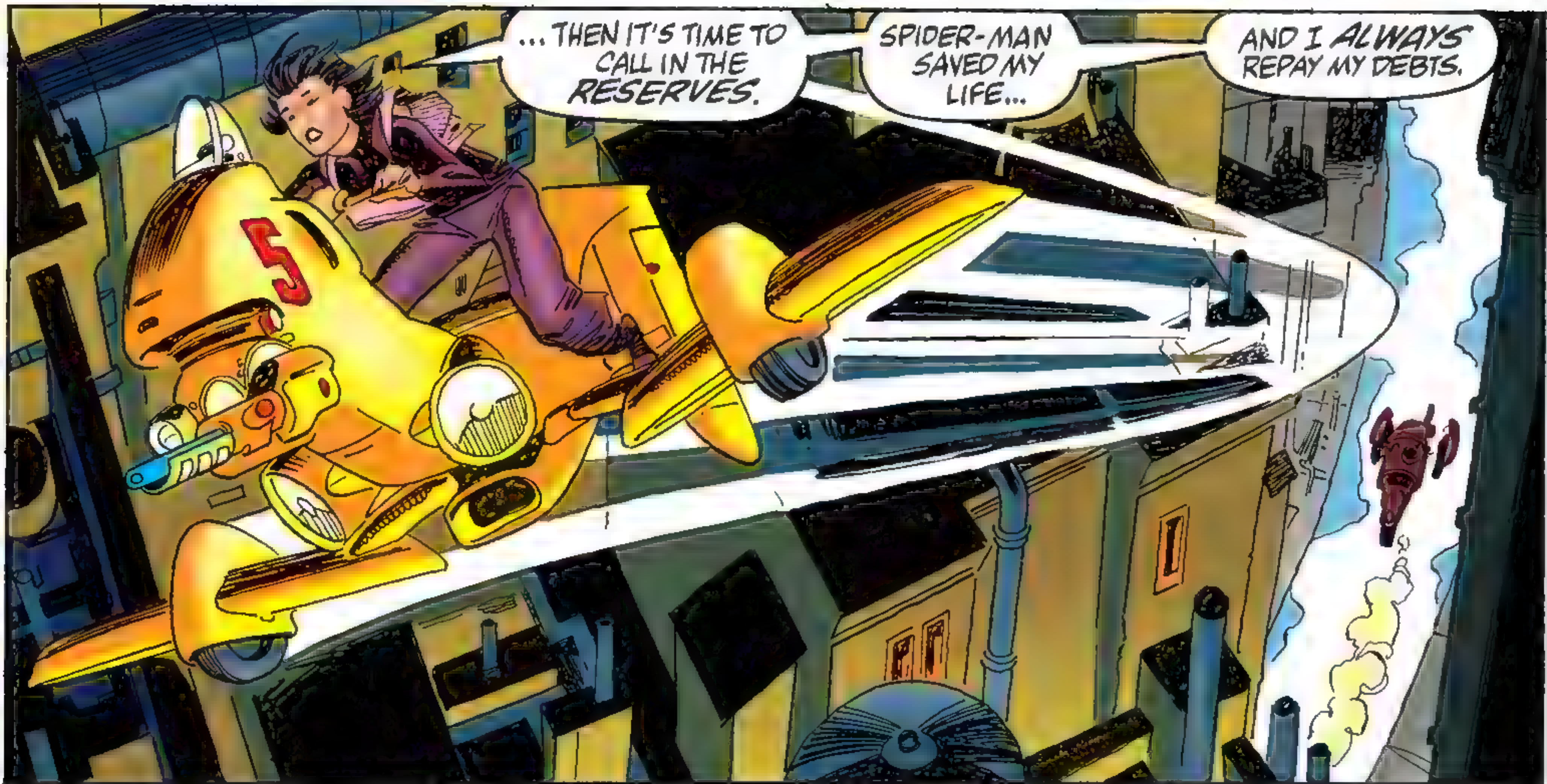
" I DON'T GIVE
TWO FLIPS
WHETHER
THEY'RE
SINKING IN
DEPRESSION
OR WRITHING IN
ECSTASY.
THEY'RE PAID TO
DO WHAT I
TELL THEM
TO DO.

" NOW MAKE
SURE THEY
DO IT. "









... THEN IT'S TIME TO
CALL IN THE
RESERVES.

SPIDER-MAN
SAVED MY
LIFE...

AND I ALWAYS
REPAY MY DEBTS.



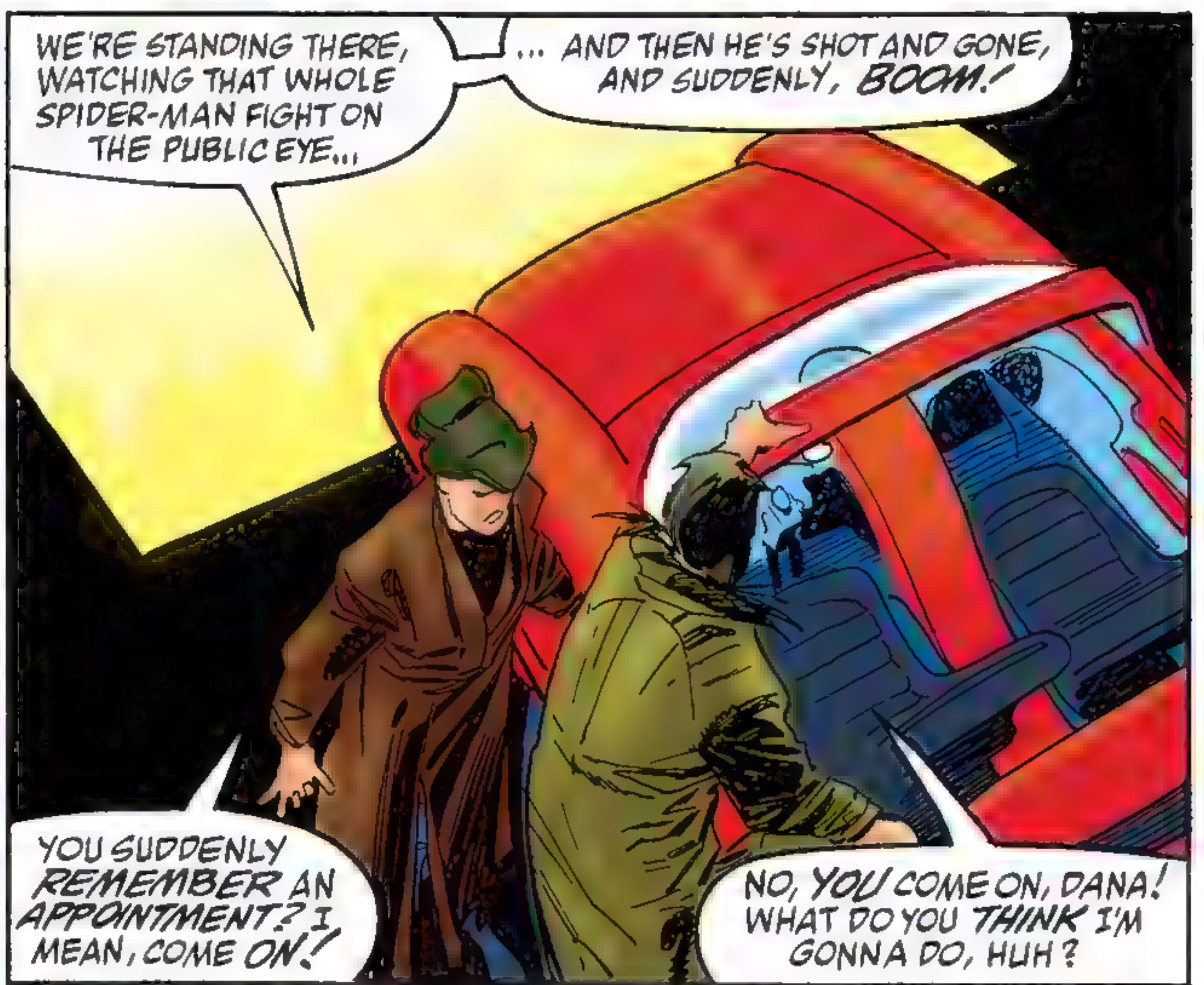
UPTOWN...

LOOK, DANA, WILL YA
LISTEN TO ME?

I JUST REMEMBERED AN
APPOINTMENT IS ALL, OKAY?
I'VE GOTTA GET GOING. I CAN'T
HANG OUT HERE AND CHAT ABOUT
YOU AND NIGGY RIGHT NOW. I'M
SORRY.

GABE, I'M
NOT AN IDIOT,
OKAY?

CAUTION
GUIDEWAY ADJ.
ZONE 500 M



WE'RE STANDING THERE,
WATCHING THAT WHOLE
SPIDER-MAN FIGHT ON
THE PUBLIC EYE...

... AND THEN HE'S SHOT AND GONE,
AND SUDDENLY, **BOOM!**

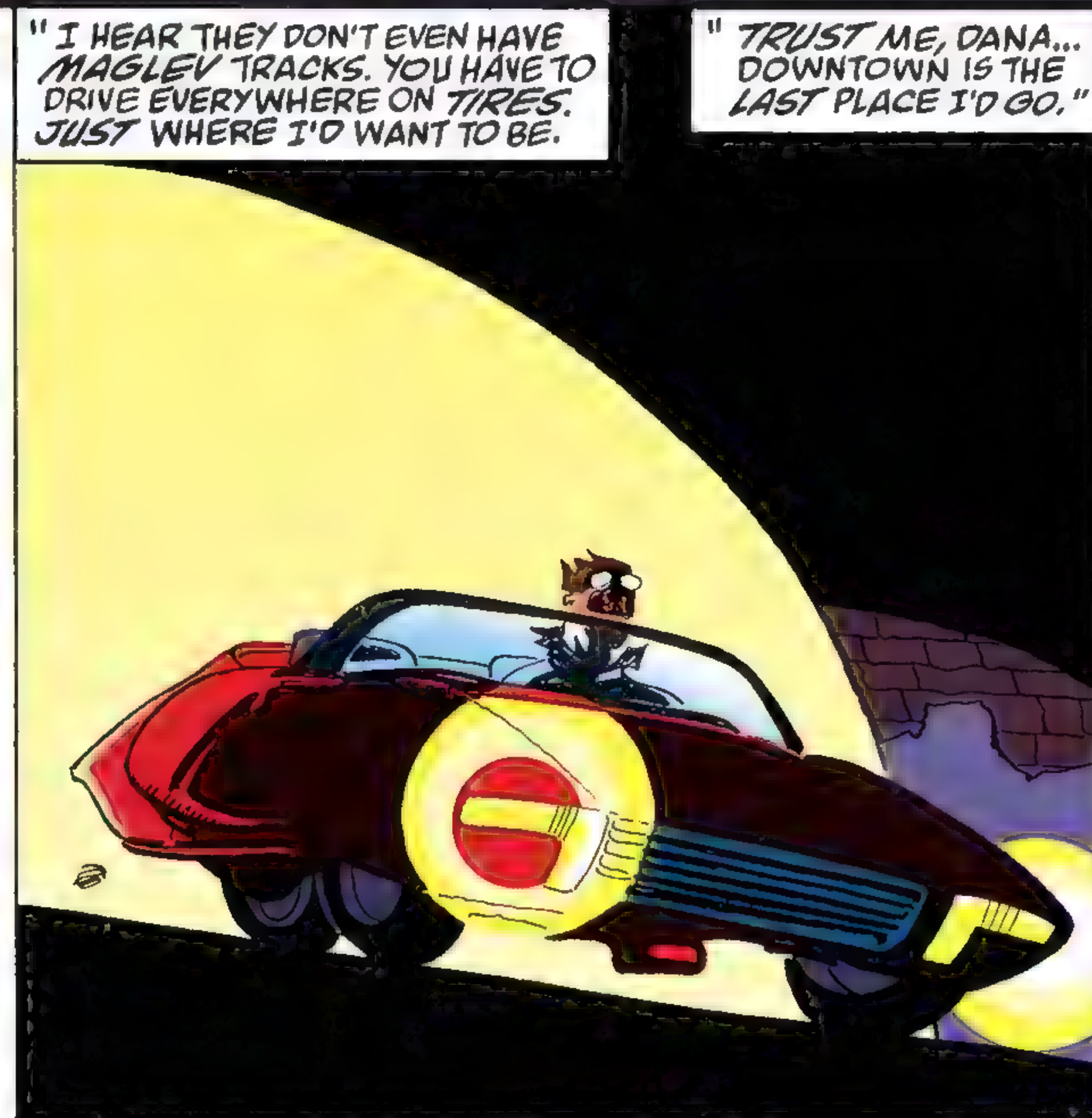
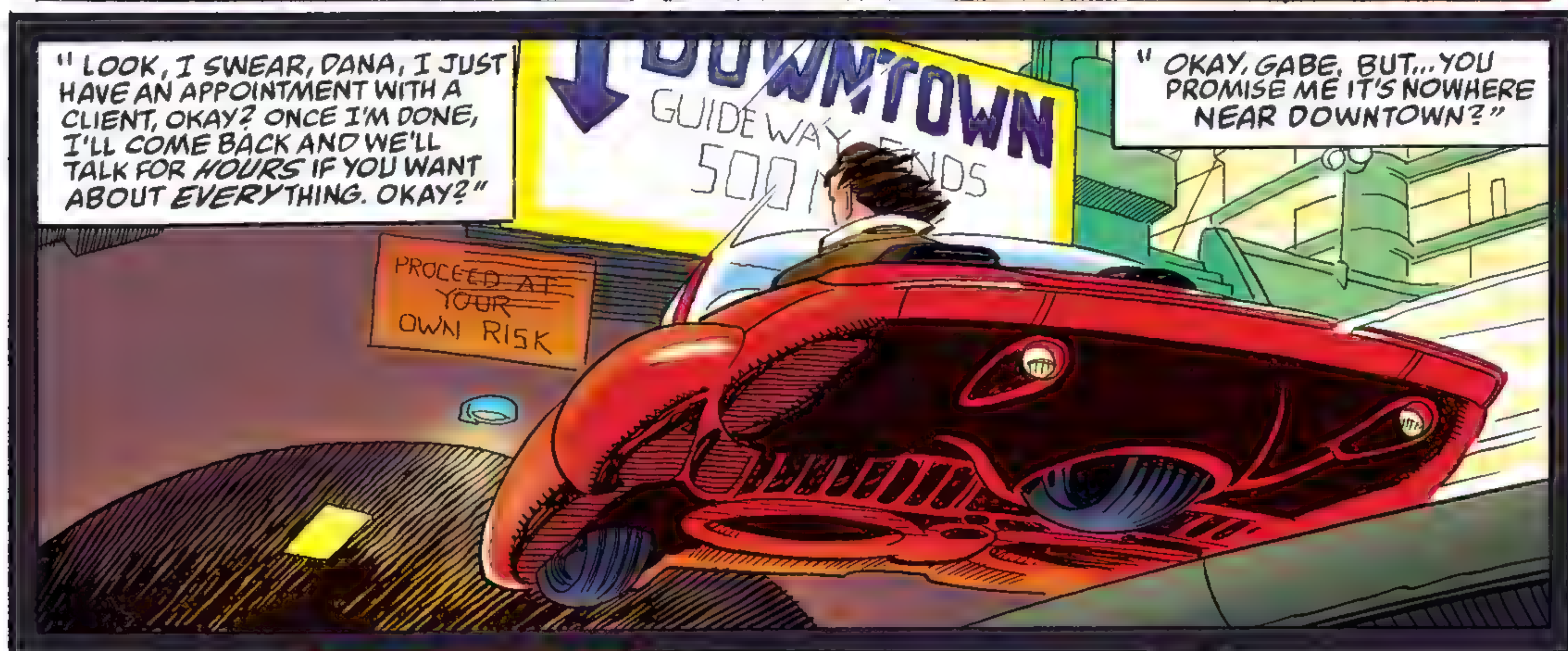
YOU SUDDENLY
REMEMBER AN
APPOINTMENT? I
MEAN, COME ON!

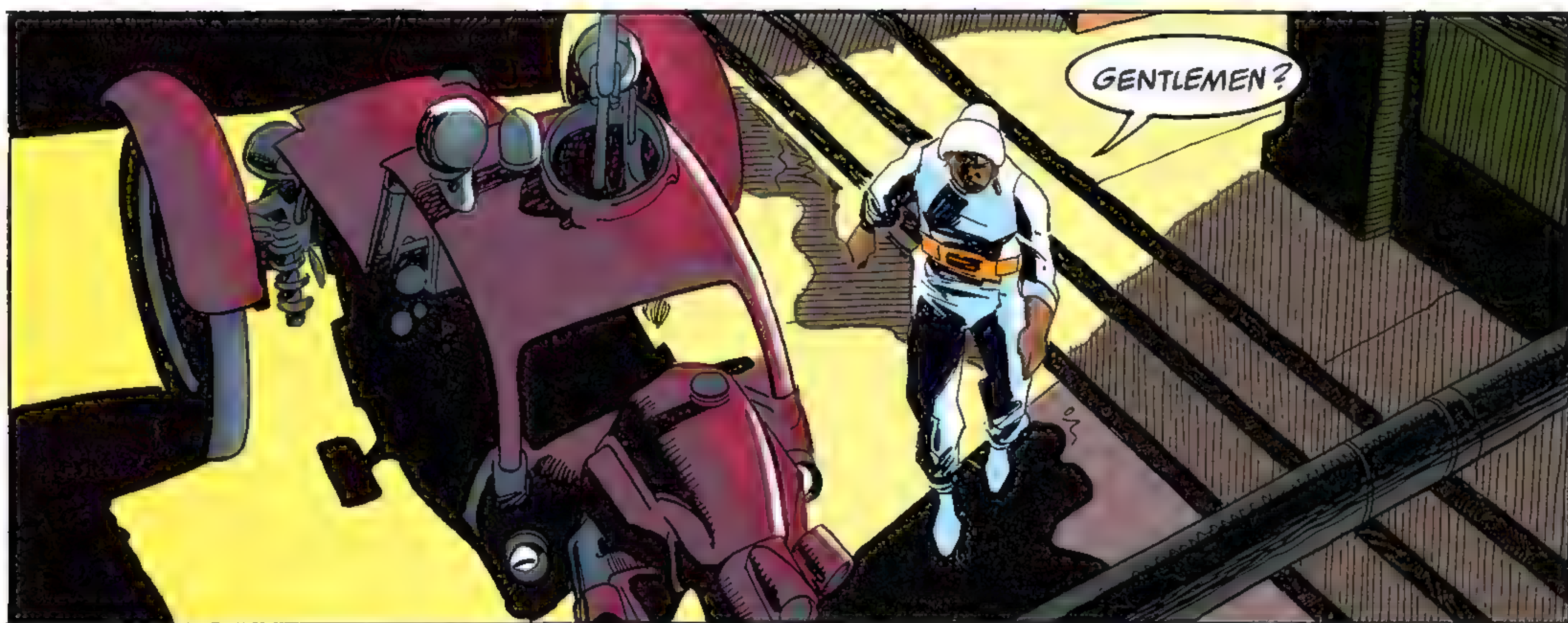
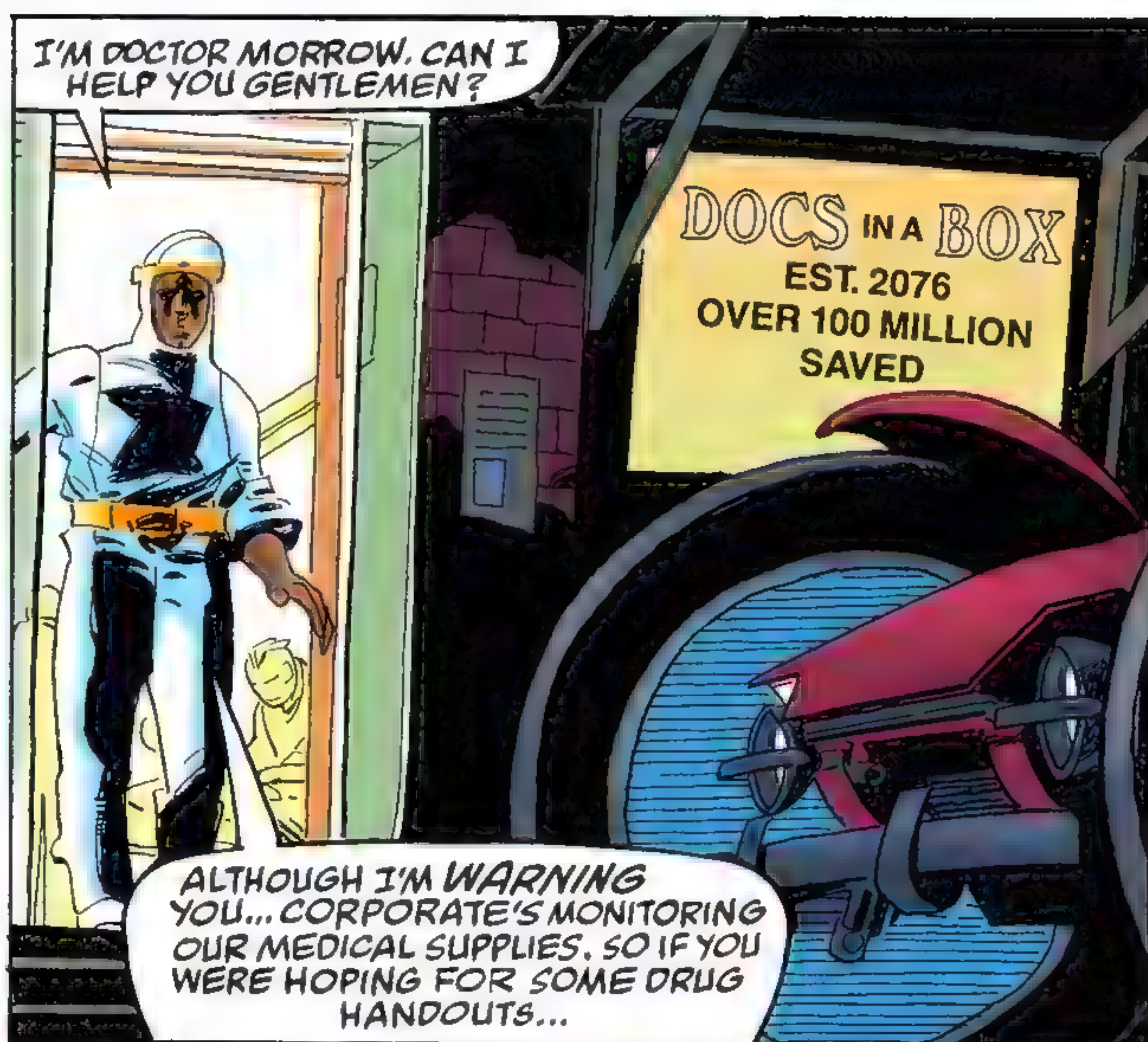
NO, YOU COME ON, DANA!
WHAT DO YOU THINK I'M
GONNA DO, HUH?

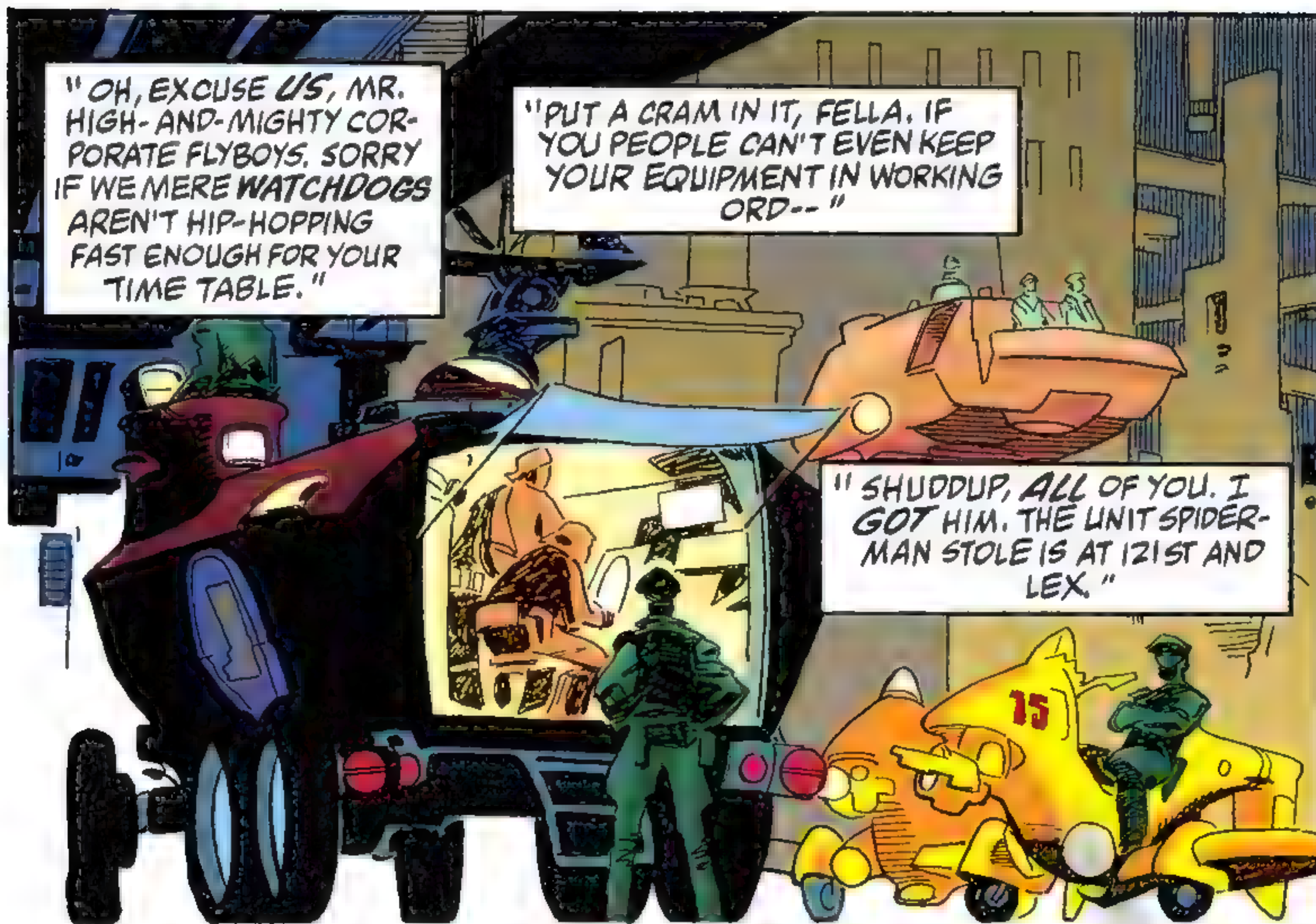


MAYBE I'M GONNA, I DUNNO... SHOOT OFF
TO DOWNTOWN AND SEE IF I CAN FIND SOME
PUBLIC ENEMY THAT THE WHOLE PUBLIC EYE
IS TRYING TO NAIL? WHY WOULD I DO
THAT?

WHY DON'T
YOU TELL ME,
GABE?







"OH, EXCUSE US, MR. HIGH-AND-MIGHTY CORPORATE FLYBOYS. SORRY IF WE WERE WATCHDOGS AREN'T HIP-HOPPING FAST ENOUGH FOR YOUR TIME TABLE."

"PUT A CRAM IN IT, FELLA. IF YOU PEOPLE CAN'T EVEN KEEP YOUR EQUIPMENT IN WORKING ORD--"

"SHUDDUP, ALL OF YOU. I GOT HIM. THE UNIT SPIDER-MAN STOLE IS AT 121ST AND LEX."



MOVING?

STATIONARY.

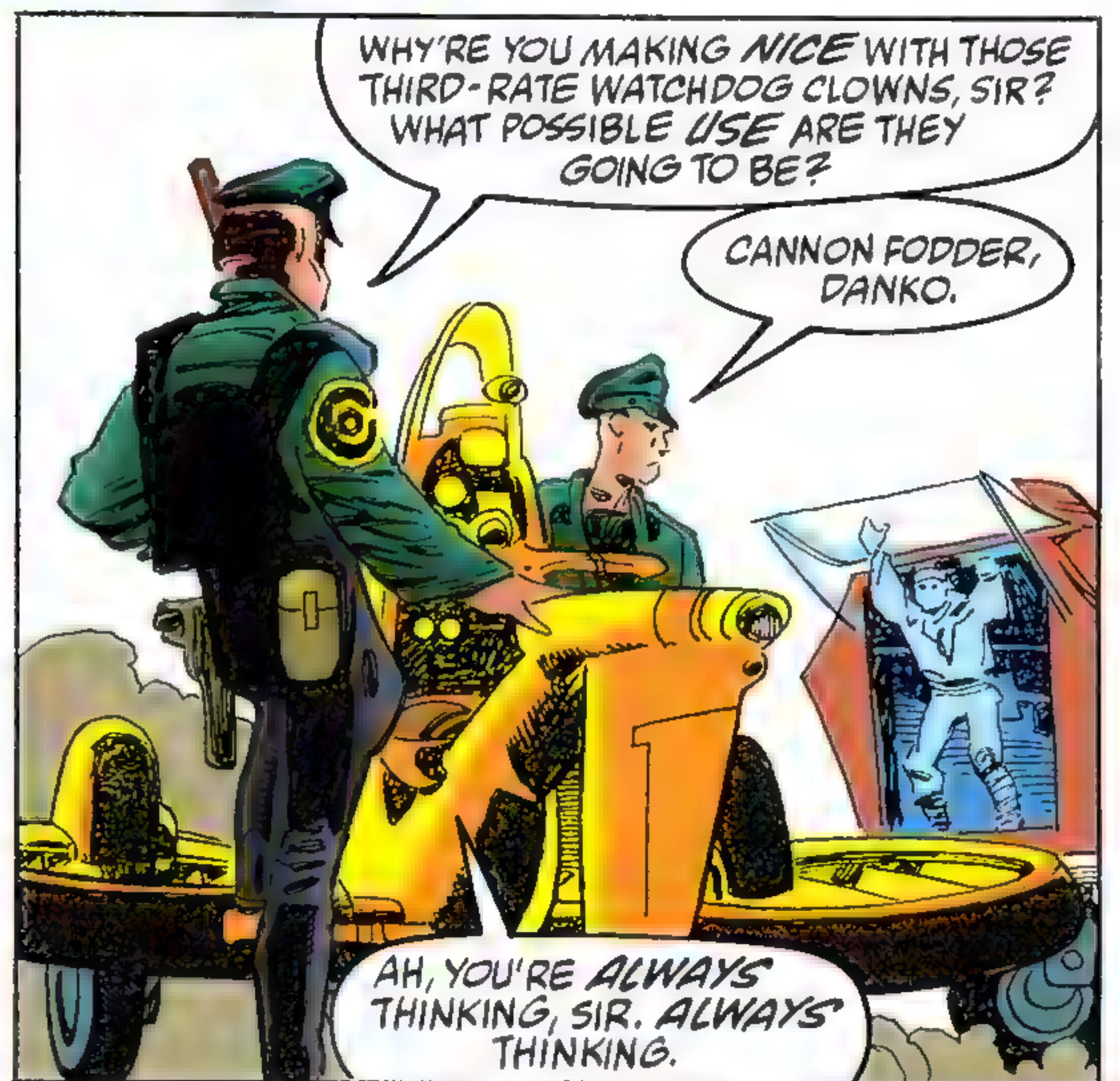
BEAUTIFUL! I WANT A PIECE OF THAT CLOWN.



NO. WE'RE TAKING IT FROM HERE. THANKS FOR THE HELP.

OHAAAA NO! THAT FREAK WEBBED UP MY PARTNER AND ME! HE'S OUR GRAB!

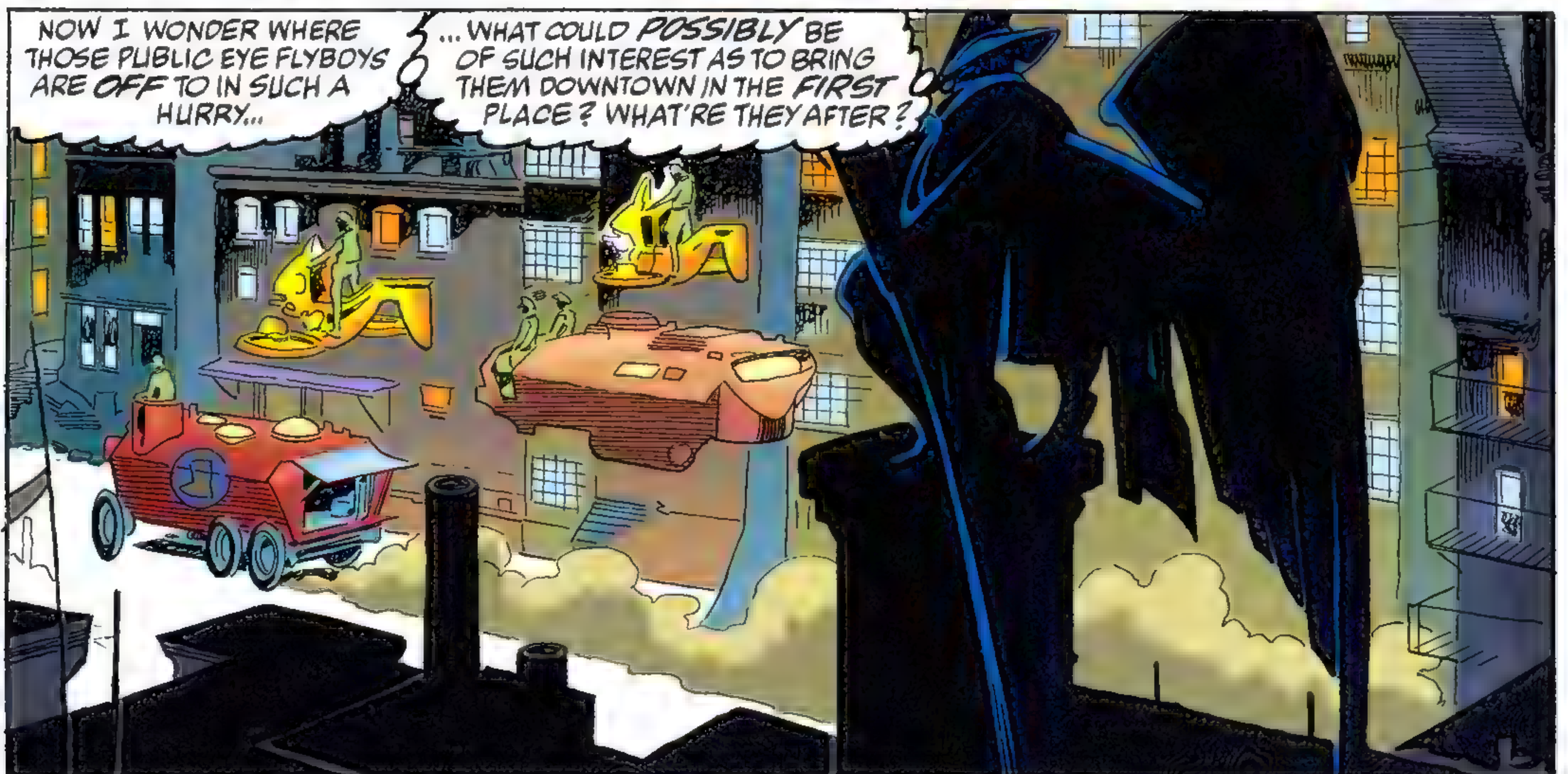
EH. OKAY. YOU TWO C'MON ALONG. ACQUIT YOURSELF WELL, AND MY REPORT MIGHT EVEN RECOMMEND YOU FOR A JOB UPTOWN.



WHY'RE YOU MAKING NICE WITH THOSE THIRD-RATE WATCHDOG CLOWNS, SIR? WHAT POSSIBLE USE ARE THEY GOING TO BE?

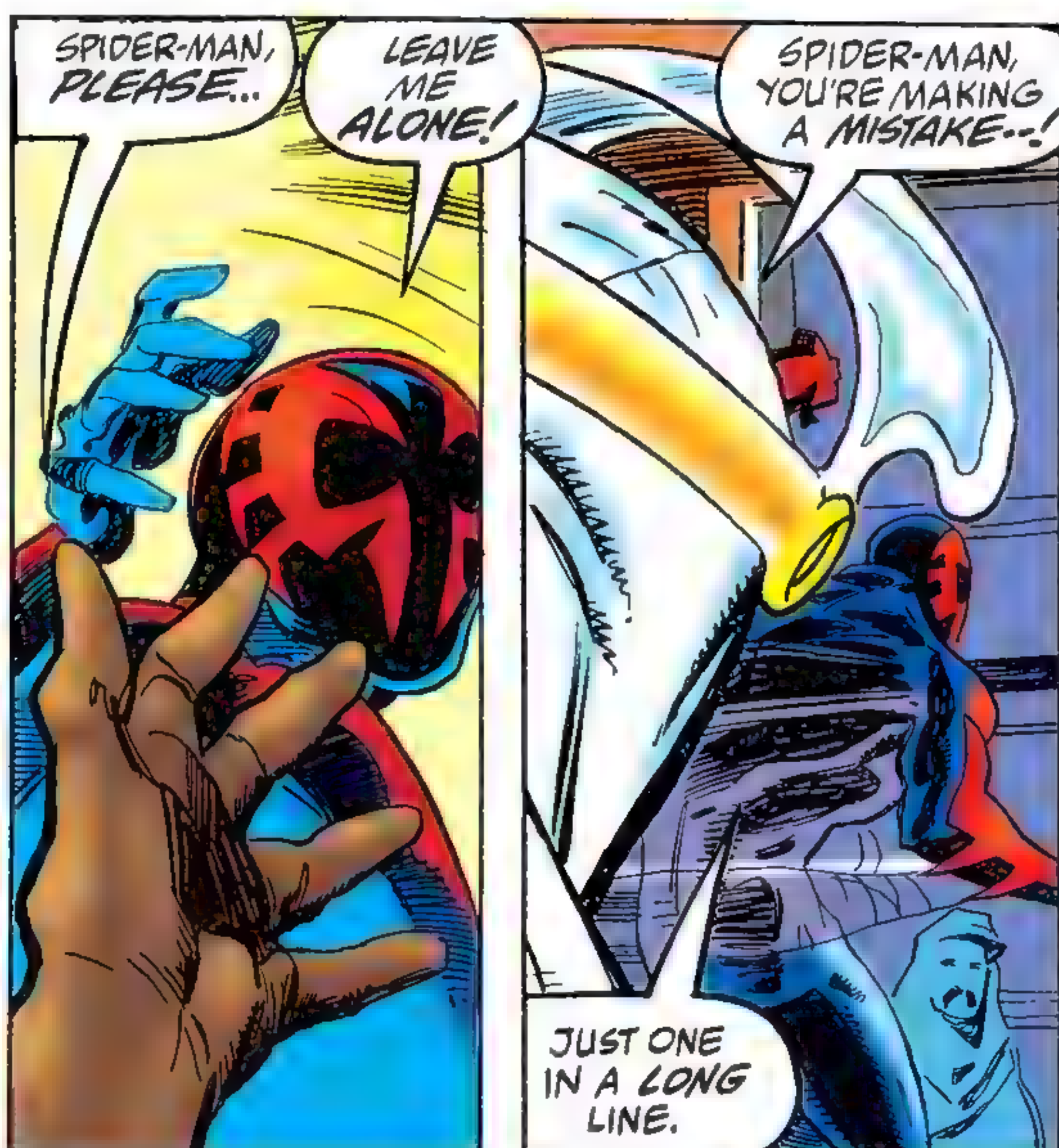
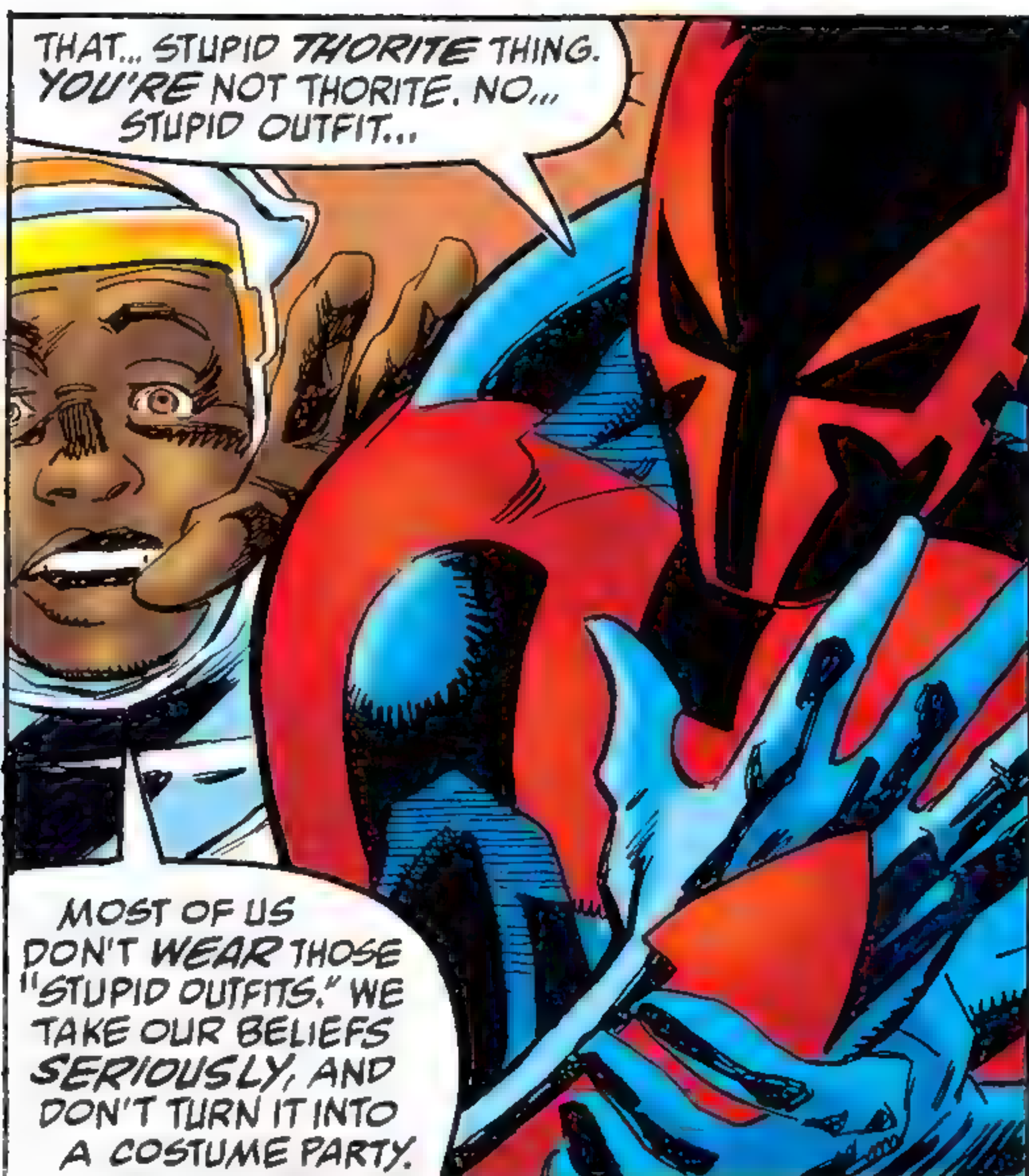
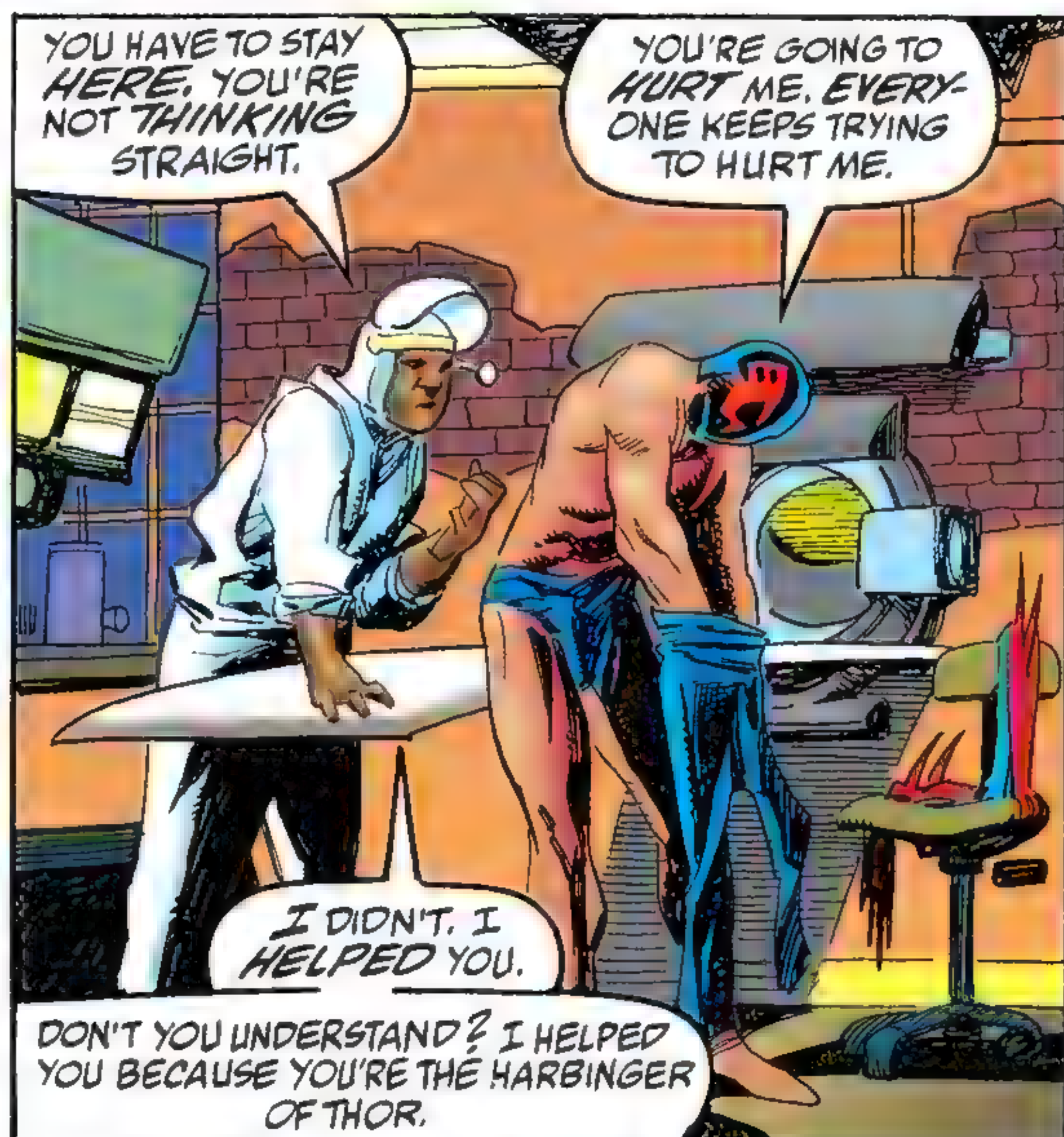
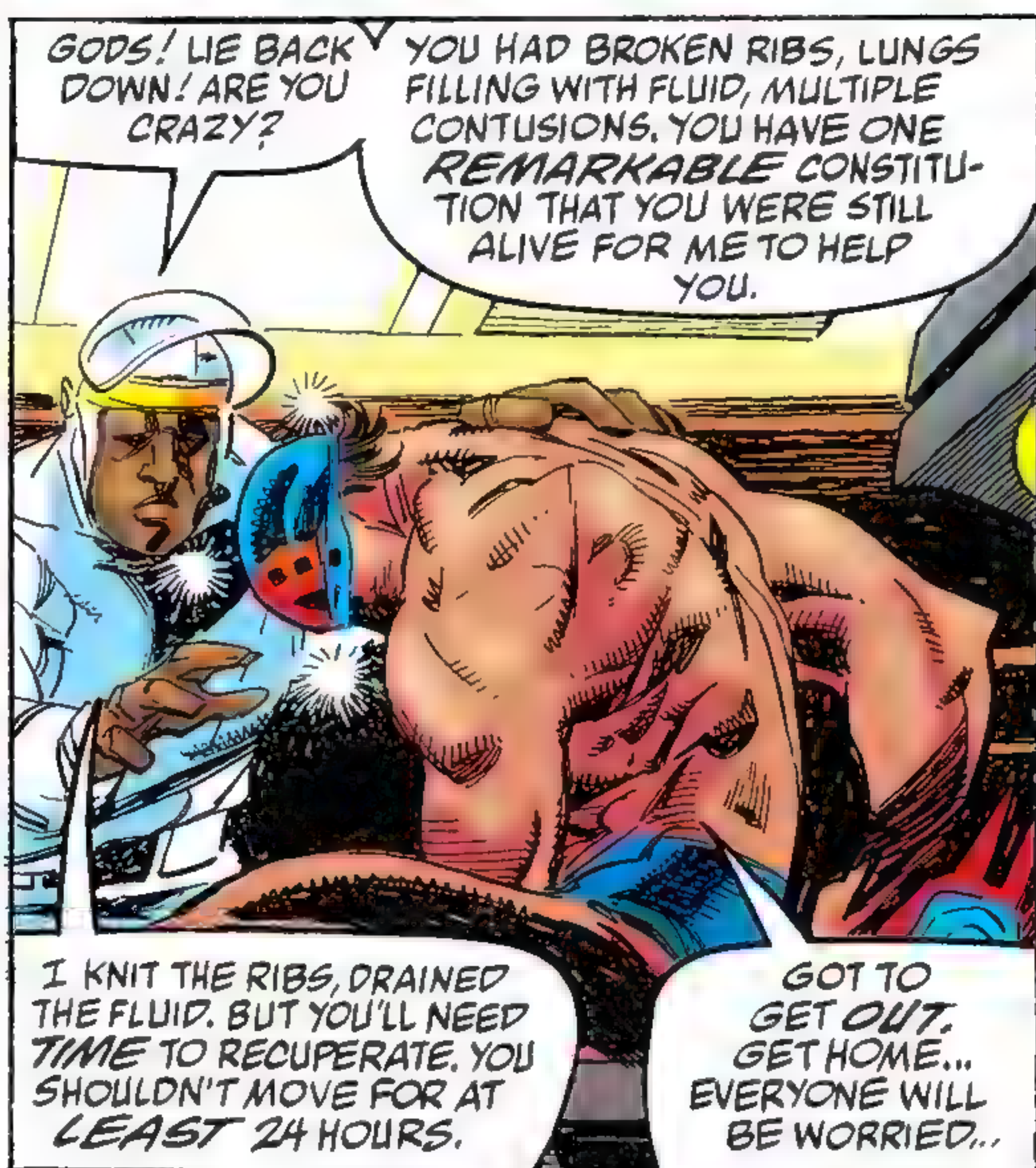
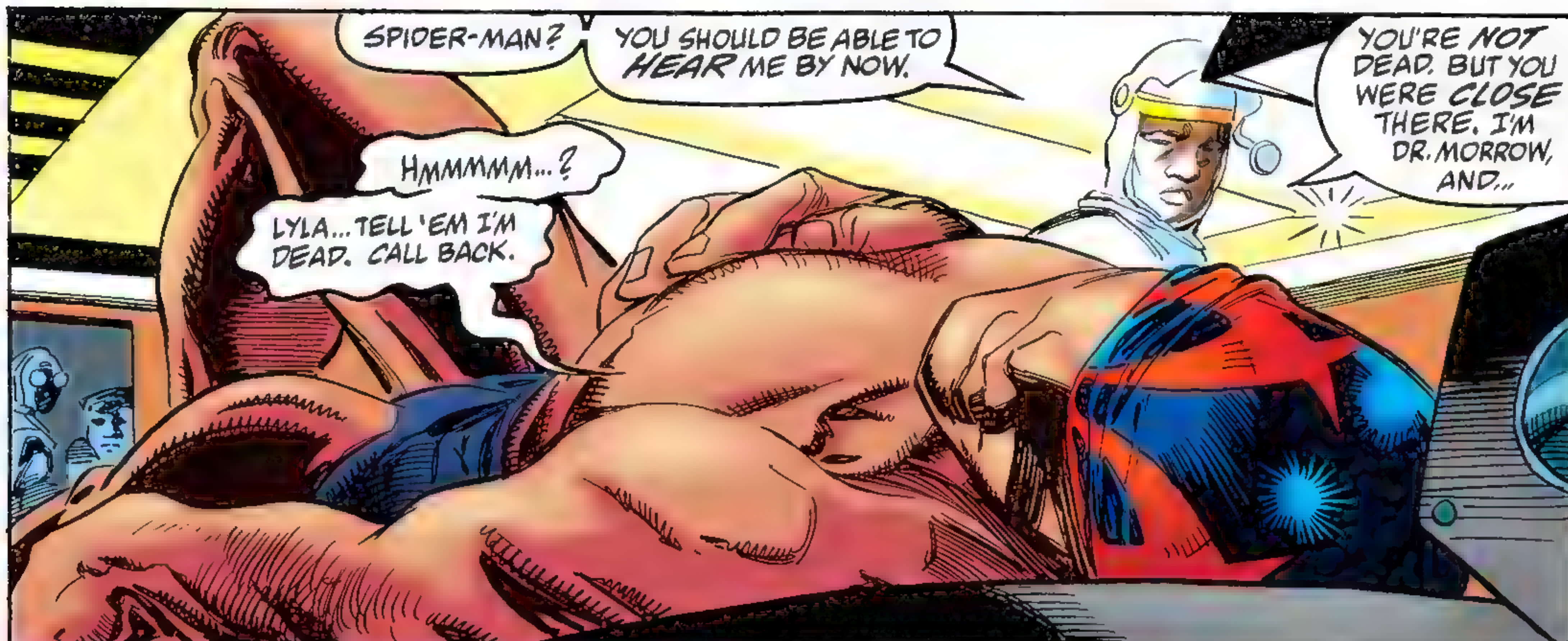
CANNON FODDER, DANKO.

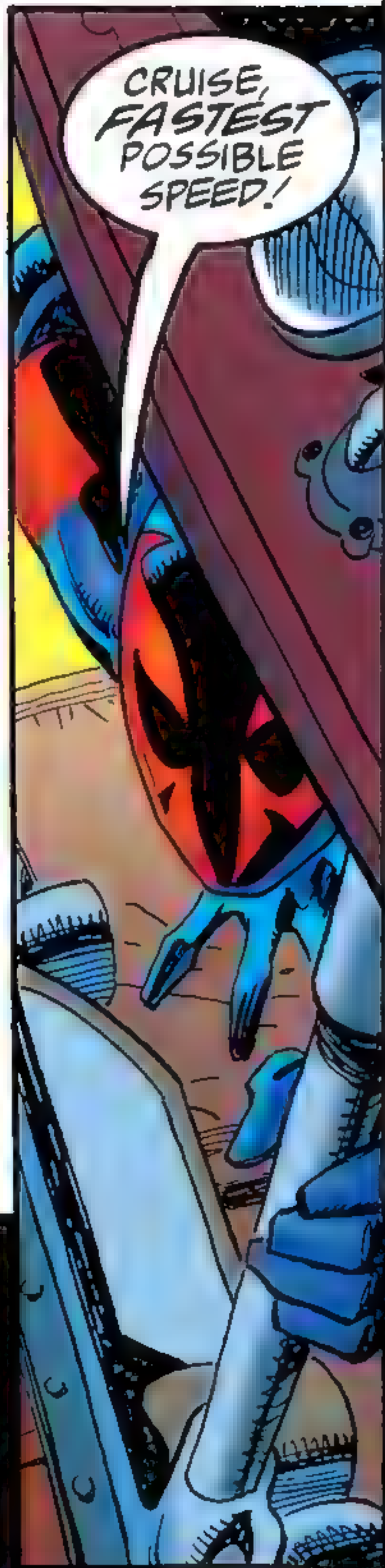
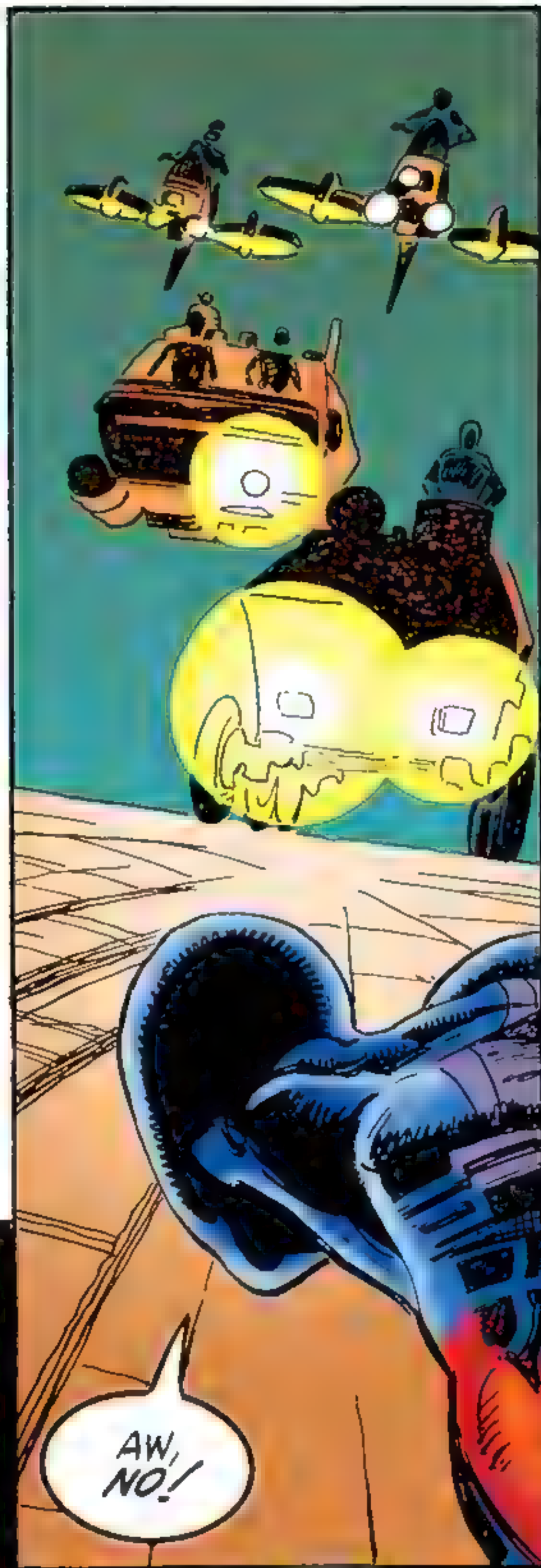
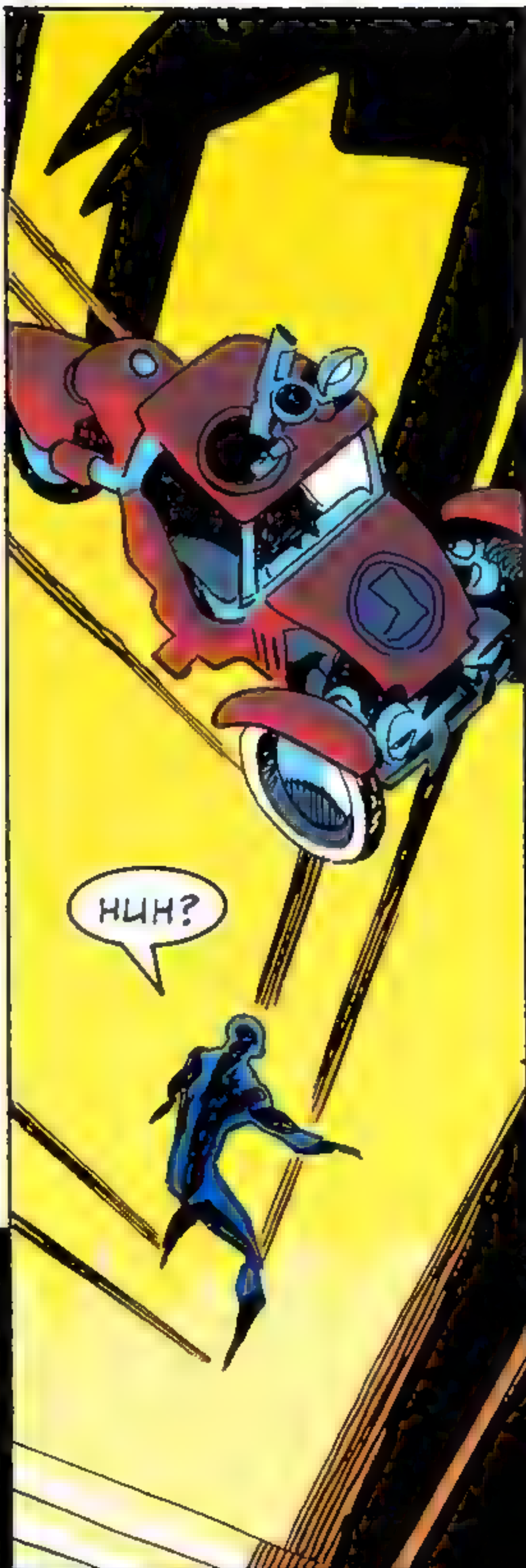
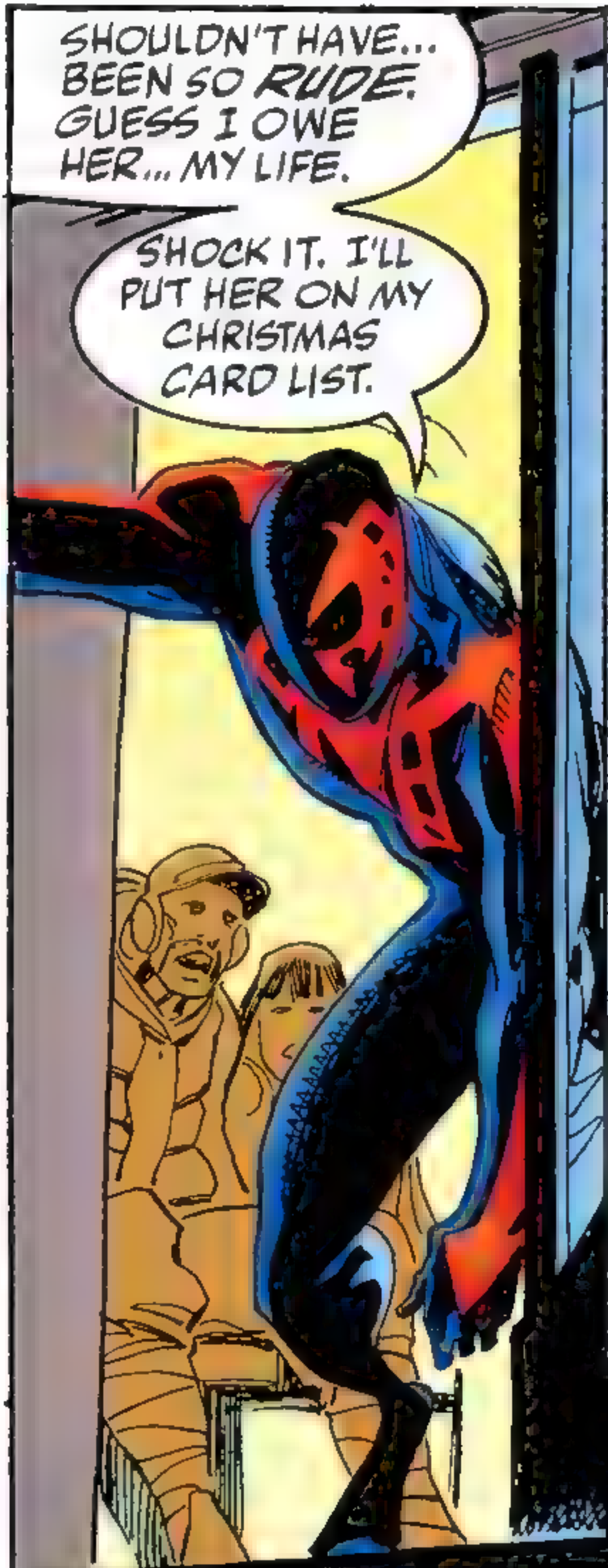
AH, YOU'RE ALWAYS THINKING, SIR. ALWAYS THINKING.



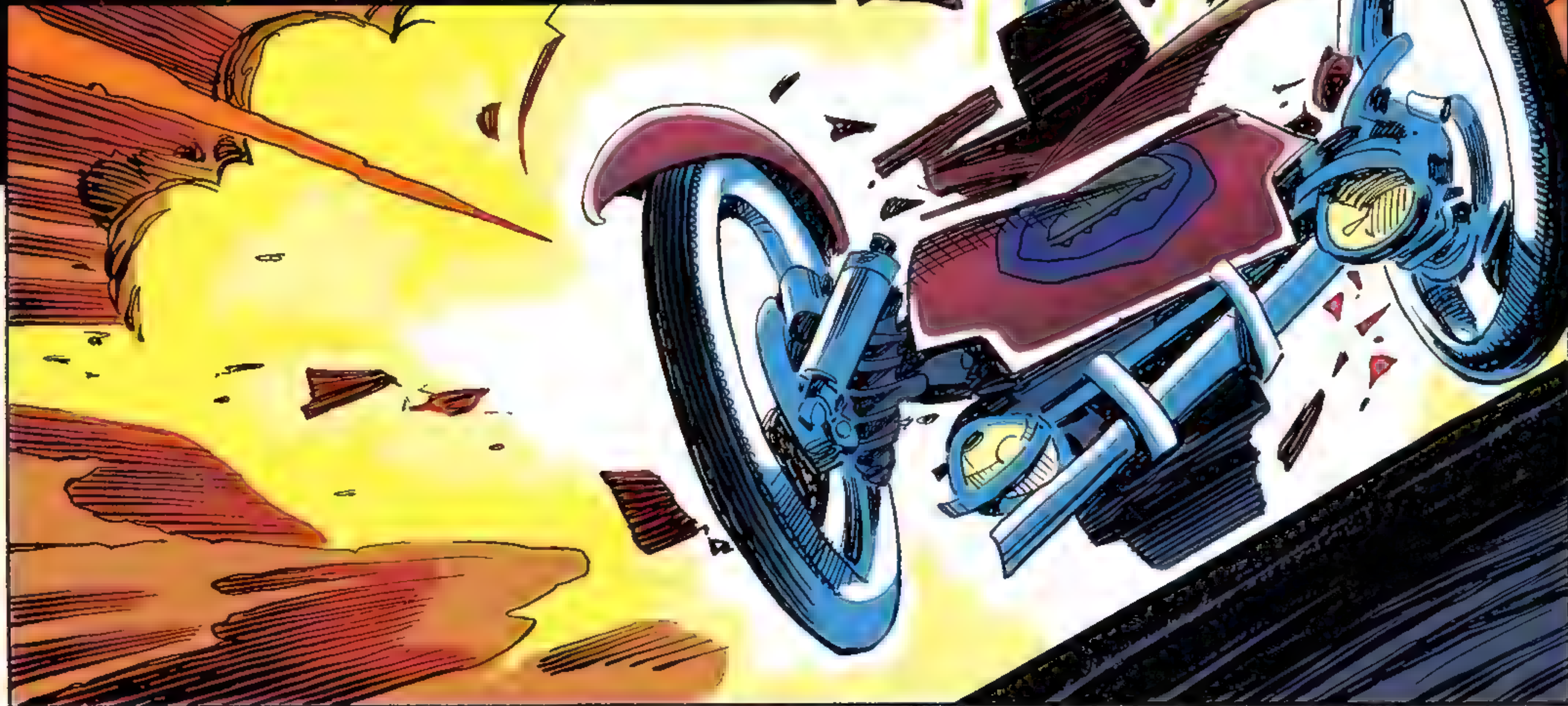
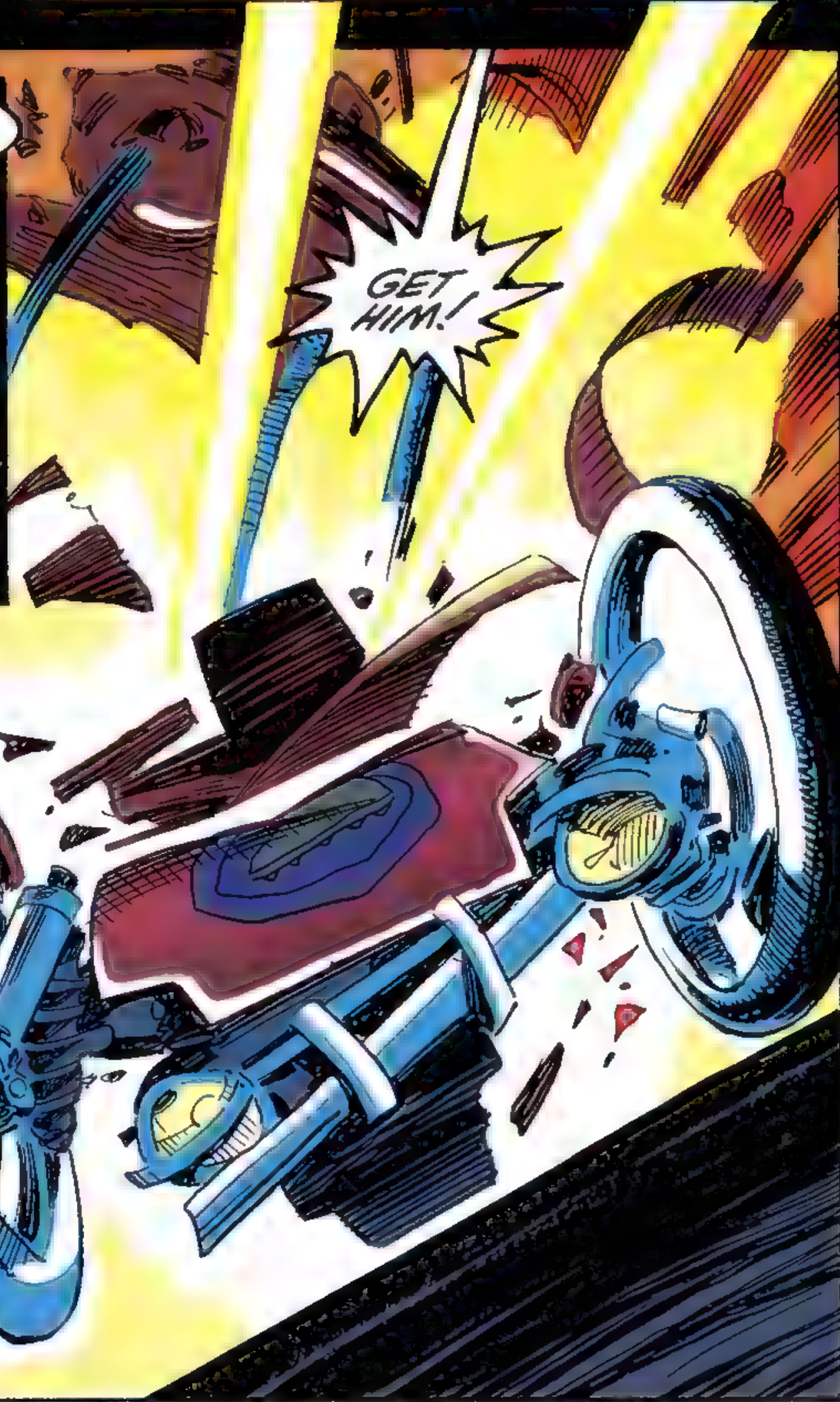
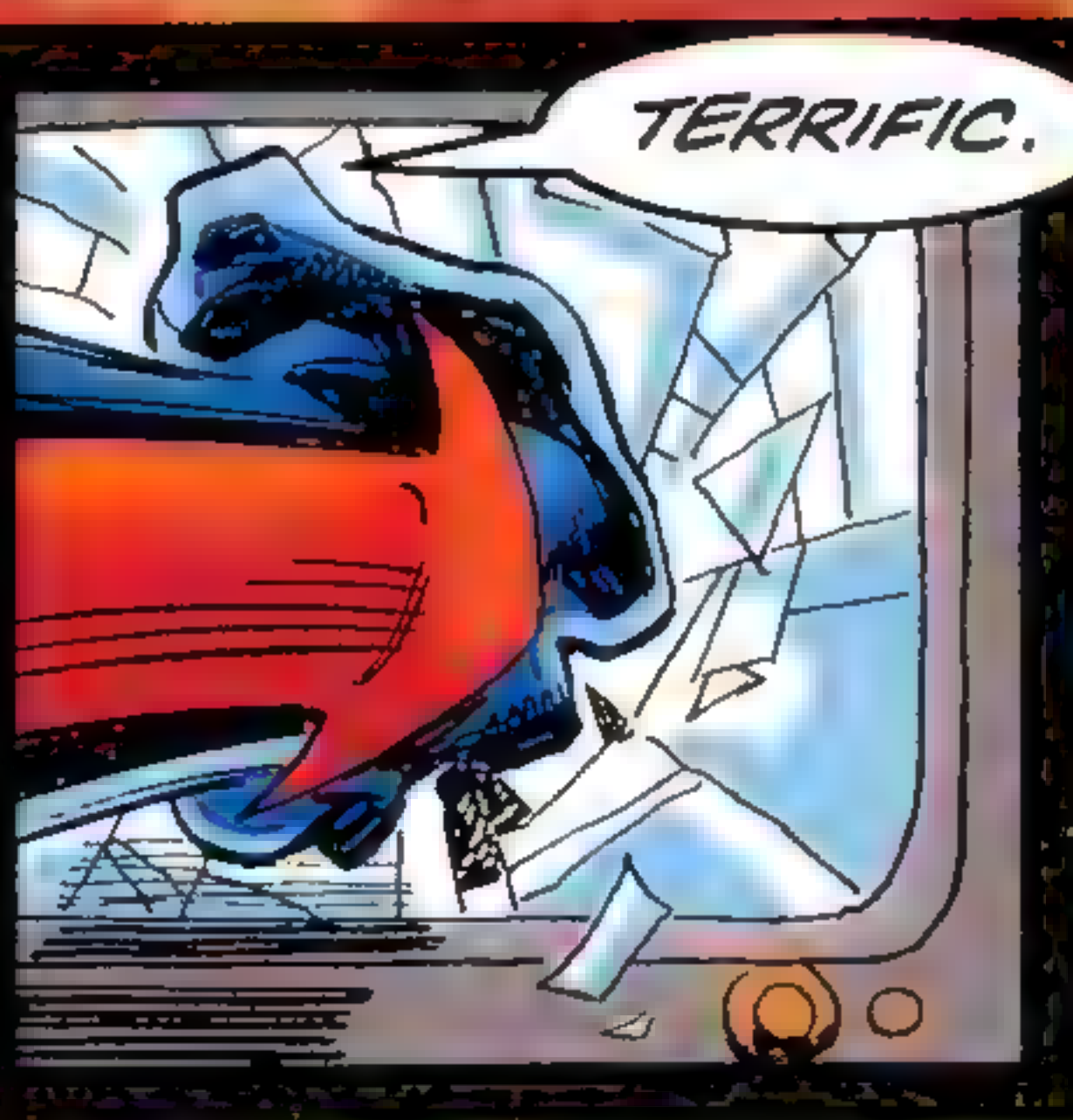
NOW I WONDER WHERE THOSE PUBLIC EYE FLYBOYS ARE OFF TO IN SUCH A HURRY...

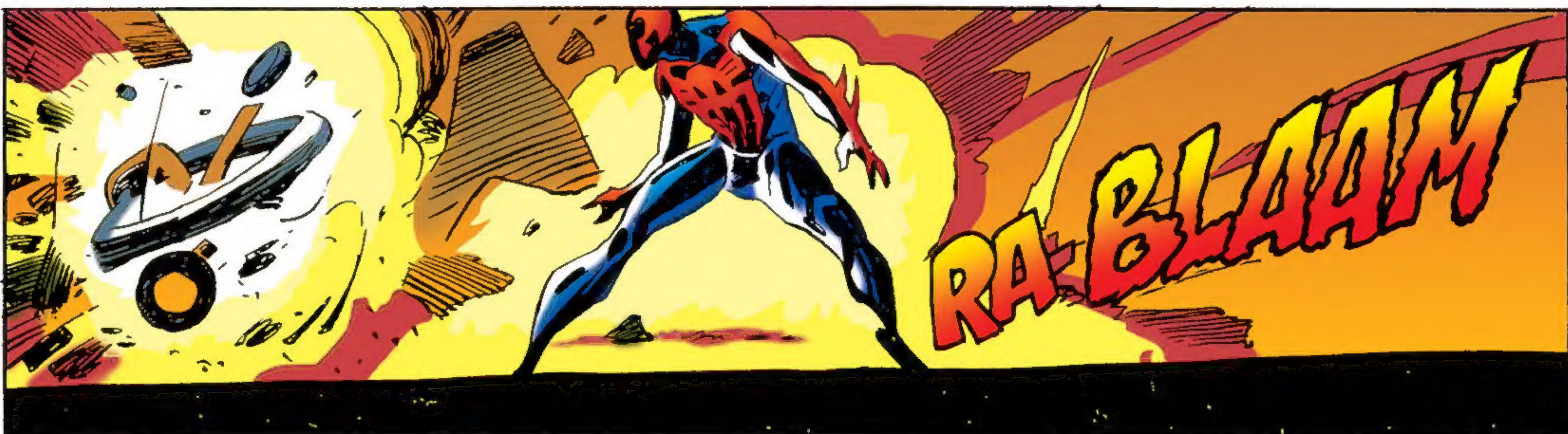
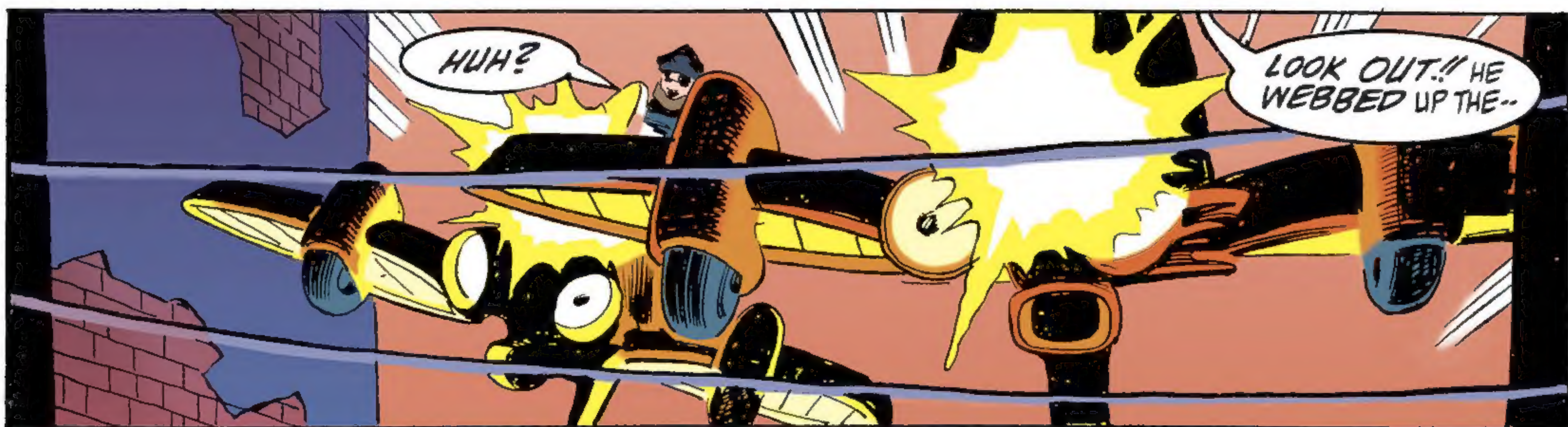
...WHAT COULD POSSIBLY BE OF SUCH INTEREST AS TO BRING THEM DOWNTOWN IN THE FIRST PLACE? WHAT'RE THEY AFTER?

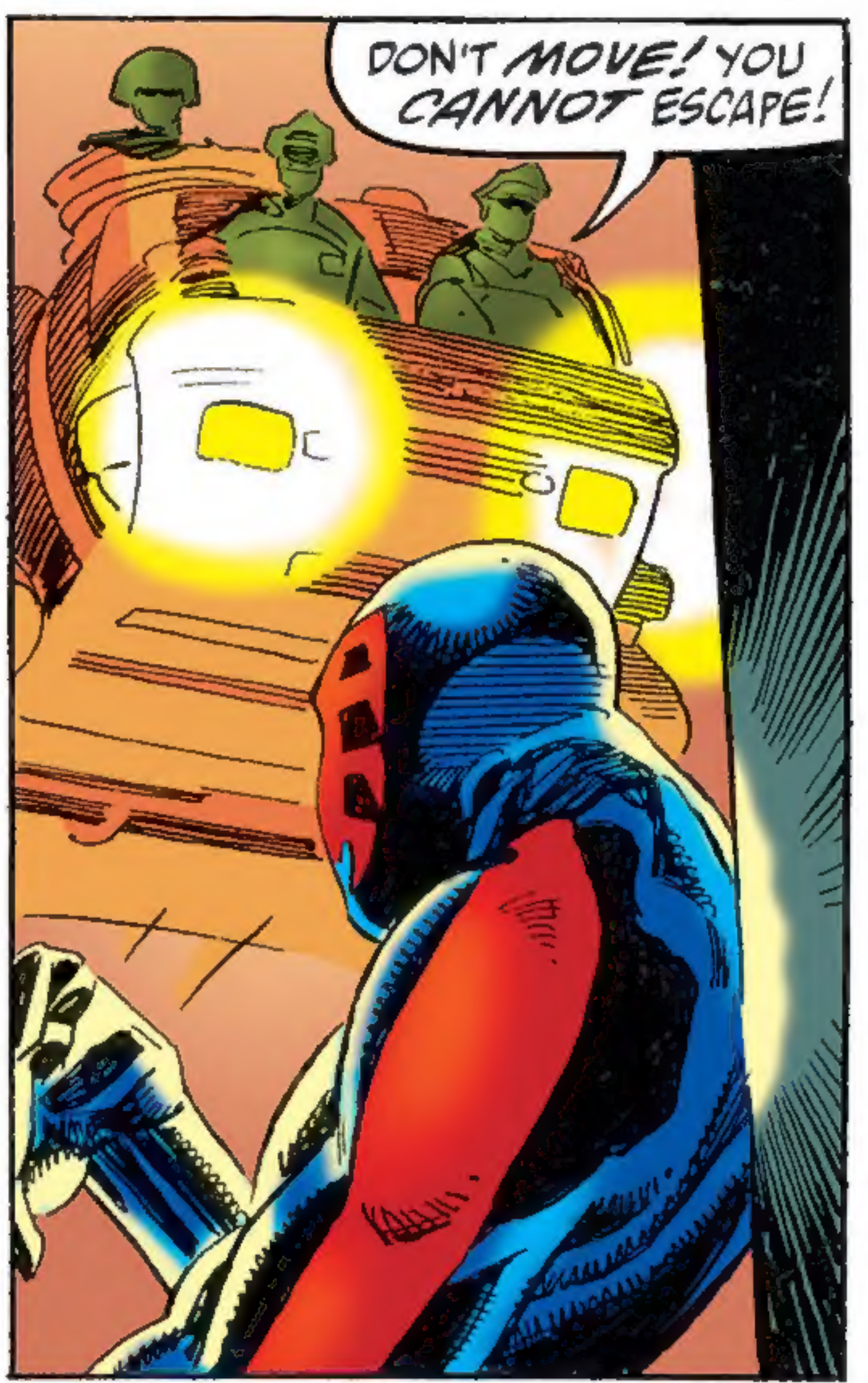




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